MARVEL
AGENTS OF
S.H.I.E.L.D.
SEASON ONE DECLASSIFIED

MARVEL

AGENTS OF S.H.I.E.L.D.

SEASON ONE DECLASSIFIED

MARVEL CLASSIFIED PUBLICATION

FM G-091274

AGENTS OF S.H.I.E.L.D.

SEASON ONE DECLASSIFIED

CONTENTS: CLASSIFIED

LEVEL 7 EYES ONLY

MARVEL

AGENTS OF S.H.I.E.L.D.

SEASON ONE DECLASSIFIED

WRITTEN BY
TROY BENJAMIN

FOREWORD BY
JOE QUESADA

BOOK DESIGN BY
NELSON RIBEIRO

COVER DESIGN BY
GEOFFREY MANDEL

PRODUCTION BY
JOE FRONTIRRE
WITH RODOLFO MURAGUCHI

STRATEGIC HOMELAND INTERVENTION ENFORCEMENT

LOGISTICS DIVISION

MARVEL PUBLISHING

JEFF YOUNGQUIST, Editor

SARAH BRUNSTAD, Assistant Editor

THEODORE W. KUTT, Proofreader

BRIAN OVERTON, IP HUB Manager

ALEX STARBUCK, Associate Managing Editor

TIM SMITH 3, Digital Manager/Production

ANNIE CHENG, Digital Production

DAVID GABRIEL, SVP Print, Sales & Marketing

AXEL ALONSO, Editor in Chief

JOE QUESADA, Chief Creative Officer

DAN BUCKLEY, Publisher & President - Print, Animation & Digital Divisions

ALAN FINE, Executive Producer

Special Thanks to Digital Publishing Intern Dania Gonzalez

MARVEL LIVE ACTION TELEVISION

JEPH LOEB, Head of Marvel Television

JIM CHORY, SVP, Production

MEGAN THOMAS BRADNER, VP Development & Production

EMMA FLEISCHER, Manager Development & Production

ARUNE SINGH, Executive Director Television Communications

Special thanks to David Althoff, Erika Denton, and Ryan Potter at Marvel Worldwide; and Michelle Kamme, Dan Kilgore, Carol Astorga, Michelle Denlinger, and Josalyn Jennings at ABC Studios.

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

EISBN# 978-1-302-50075-7

Published by MARVEL WORLDWIDE, INC., a subsidiary of MARVEL ENTERTAINMENT, LLC.

OFFICE OF PUBLICATION: 135 West 50th Street, New York, NY, 10020.

ALAN FINE, EVP - Office of the President, Marvel Worldwide, Inc. and EVP & CMO Marvel Characters B.V.

DAN BUCKLEY, Publisher

JOE QUESADA, Chief Creative Officer

DAVID BOGART, SVP of Operations & Procurement, Publishing

TOM BREVOORT, SVP of Publishing

C.B. CEBULSKI, SVP of Creator & Content Development

JIM O'KEEFE, VP of Operations & Logistics

DAN CARR, Executive Director of Publishing Technology

SUSAN CRESPI, Editorial Operations Manager

ALEX MORALES, Publishing Operations Manager

STAN LEE, Chairman Emeritus

ACKNOWLEDGMENTS

"I don't sweat, I glisten." – Agent Philip Coulson

Phil Coulson's dedication to his job has been a major inspiration for this book's fast-paced production. This volume would not have been possible without so many people's commitment and determination. An immediate thanks to Jed Whedon and Maurissa Tancharoen, Joss Whedon, Jeph Loeb, Jeffrey Bell, and all the members of their remarkable cast and crew for the unprecedented access they've given me during the first season. A very special thanks to the Art Department, the Visual Effects Department, and the amazing unit photographers responsible for the imagery throughout this publication. Further, special thanks to Megan Thomas Bradner, Samantha Thomas, and Emma Fleischer, who really were this publication's backbone and trusted me to document such a remarkable show.

I would also be remiss not to acknowledge inspiration from the amazing Don Shay, Jody Duncan Jesser, J.W. Rinzler, and all the outstanding print documentarians responsible for some of the greatest film and TV companions that have informed us all for decades. Not a day went by writing this book that I didn't reference some of my favorite volumes for inspiration.

And of course, thanks to my wife, Kelly, for being so understanding when I took on a project with a deadline that would demand the better part of several months.

Troy Benjamin

AUTHORIZED PERSONNEL ONLY
BEYOND THIS POINT

C O N T E N T S

FOREWORD

INTRODUCTION

PRE-PRODUCTION

TECH & THREADS

SYMPHONY FOR THE SKY(E)

CONCLUSION

SEASON ONE

PILOT
0-8-4
THE ASSET
EYE-SPY
THE GIRL IN THE FLOWER DRESS
FZZT
THE HUB
THE WELL
REPAIRS
THE BRIDGE
THE MAGICAL PLACE
SEEDS
T.R.A.C.K.S.
T.A.H.I.T.I.
YES MEN
END OF THE BEGINNING
CAPTAIN AMERICA: THE WINTER SOLDIER
TURN TURN TURN
PROVIDENCE
THE ONLY LIGHT IN THE DARKNESS
NOTHING PERSONAL
RAGTAG
BEGINNING OF THE END

ID NO. 2995740
WARNING NO. 45383324585
CLEARANCE X2WMJ TR3-88
S.H.I.E.L.D.
CLASSIFIED PUBLICATION

"DON'T TOUCH LOLA."
-AGENT COULSON

FOREWORD

I touched Lola.

There I said it. Do I feel bad about it?

No.

Okay, maybe just a little.

But there was good reason. After all these years of dreaming about the reality of just how cool it would be to see Nick Fury's infamous flying car in one of our productions, there she was on this glorious morning staring me right in the face, tempting me with an unfair advantage I can only describe as "nerd bait." I blame it on sheer impulse—instinct, perhaps. Regardless, I don't remember willing my arm and hand to reach out. But as I stared down at my finger smudging her shiny coat of wax, the blood rushing to my head, clearly understanding why bugs fly into the zapper, all I could think to myself was, "Whatever you do, don't throw up and pass out on the car."

Perhaps this is why Agent Coulson makes such a big point of warning us not to touch. Not solely out of an unhealthy, possessive (though understandable) relationship with the vehicle, but because he knows about the real magic that goes way beyond the eventual CGI wizardry that will have Lola flying across TVs around the world. That special, mythic, larger-than-life, take-your-breath-away feeling that overwhelms those of us well-versed in the Marvel Universe when seeing any aspect of it not only brought to life...but in the flesh. The kind of feeling that forces you to remind yourself not to puke on the hood.

Admittedly—and I don't say this boastfully, but rather as someone who is nothing but grateful at how lucky he is to be in the position he's been in for all these years—I've been on more than my fair share of Marvel sets. I know how the magic is created. I've been at ground zero of so many of our incredible endeavors, and honestly it never gets old and never ceases to take my breath away. Mind you, it's not the bright lights or the huge crews or all the brilliantly talented famous faces that bring our characters to life. While that's all amazingly cool, I've never been one in awe of that kind of stuff. It's the Marvel of it all that makes me giddy.

Earlier in the day, I was chatting with Clark Gregg. Now, I've known Clark for a while. He's been part of the Marvel family for some time now, so it was a typical conversation—catching up, talking about our travels, families... you get the idea. Clark excused himself and a short while later walked out of his trailer in full, neatly pressed Agent Phil Coulson attire. That was it. I was done. Stammering, starstruck—Coulson lives! Yeah, it was Clark—but not really, not anymore. Not to me, at least. In my eyes, he was transformed; he was a part of the Marvel Universe come to life. Soon, I was surrounded by our cast in full wardrobe, matte-black SUVs with the iconic eagle emblazoned on their doors, agents in black, technicians in orange, and me floating in and out of sets soon to become recognizable to all as "The Bus." For the love of Stan and Jack, there I was in the middle of the world of S.H.I.E.L.D. having the biggest fanman ice-cream headache of all time.

So what does my lack of composure when confronted with such things have to do with a book about the making of *Marvel's Agents of S.H.I.E.L.D.*? Well, consider it a heads-up, a warning, my version of "Don't touch Lola." If you're a Marvel True Believer as I am, all of this makes perfect sense to you. We are family united in our love of Irving Forbush and Fin Fang Foom. But if you're not, if you're coming into this wonderful universe for the first time, then I just want you to know that any lightheadedness you may feel upon immersion is completely normal.

Marvel's Agents of S.H.I.E.L.D. is an incredibly special TV show. Yes, it's uniquely constructed, the likes of which has never been attempted, a show whose continuity is built upon an ever-changing universe established by our ongoing film slate. And while all these things can be looked upon as amazing achievements, what truly makes *MAOS* special is that like Lola, there is a magic that goes beyond all of that. Not only does the show mark Marvel's long-awaited return to the world of television—but for the first time, this is a show produced by Marvel. Because of that, what you get is a show that's Marvel through and through—a show we made sure was written, performed, and constructed by people with the same passion for the Marvel Universe that we all share. The kind of people who swoon at the sight of a red convertible named Lola.

However, to list all of the incredibly talented people involved in the making of this show would take up more space than what's allotted me and simply wouldn't do them justice—that's why we made this book. To be honest, I don't know why I was offered the honor of writing the foreword. While I was involved with the show, there are many others who have worked much harder and are much more deserving of the honor. I doubt you'll ever encounter a more brilliant and passionate group of people in one place, at one time, on one show. But read on, and you'll learn more about them.

Season One is sadly over. It was a remarkable experience. And the show, thanks to all of you who supported us, is a hit. Like all new experiences, there were bumps in the road, but all were welcomed as we learned more than we could have imagined from them and it made the show better as a result. We laughed, we cried, we saw Lola fly. Coulson survived, but SkyeWard did not. May kicked asses, Simmons learned to lie (a little), and poor Fitz never got his monkey but managed to say what was in his heart while he could. So read on, catch up, reminisce, and remember to avoid operating heavy machinery. While you're doing that, know that we're already hard at work on next season. If you think our freshmen tour was filled with unexpected twists and turns, you have no idea what's headed your way. But I'm sure there'll be enough to fill a book some day.

Oh, and in case you're wondering—no, I didn't throw up on Lola.

But I did leave a fingerprint.

See ya in the funny books,
JQ

HOMELAND INTERVENTION ENFO
STRATEG
EMENT
LOGISTICS DIVISION
ACCESS GRANTED...
WELCOME TO
S.H.I.E.LD.
voice recognition: on
I.D.: cross-checked
retina scan: confirmed
BACK

INTRODUCTION

INT-01

It began with two films, Marvel's *Iron Man* and Marvel's *The Incredible Hulk*, simultaneously produced to begin an entirely new cinematic universe for a comic-book publisher that had faith in its source material and the amazing world that it could bring to the screen. A little more than five years later, the gamble has paid off with blockbuster after blockbuster and billions of dollars at the box office.

But at the very beginning in July 2006—as Producer Kevin Feige and Director Jon Favreau spoke of the forthcoming *Iron Man* at San Diego Comic-Con—there were no plans for a primetime network TV show that would weave in and out of tentpole feature films. Fast-forward to July 2013: By the time Head of Marvel Television Jeph Loeb addressed a standing-room-only crowd at the same San Diego convention center to unveil *Marvel's Agents of S.H.I.E.L.D.* on ABC, the concept was a no-brainer. What unstoppable juggernaut but Marvel could attempt an hour-long episodic show that continued what the popular feature films had started? What other property but *Marvel's Agents of S.H.I.E.L.D.* could be crafted to carry and extend the mythology of an entire universe between the releases of Marvel's *Iron Man 3* in 2013 and Marvel's *Captain America: The Winter Soldier* in 2014?

With the exception of a few animated series and most likely countless brainstorming sessions involving the word "synergy," no other show has attempted the mission *Marvel's Agents of S.H.I.E.L.D.* accepted: to maintain the quality and high production value of Marvel's feature films on a TV schedule and budget. It would amount to extremely long hours, often with multiple units—stunts, special/visual effects, and others—shooting simultaneously to cram it all into the shooting schedule for each episode. "This feels like a major film" was a frequent comment on the set of *Marvel's Agents of S.H.I.E.L.D.*

Grown from Marvel's overwhelming success and forged in the midst of enormous pressure, a tightly knit family formed in front of and behind the camera. You often hear stories of film crews bonding during production, but the love the cast and crew of *Marvel's Agents of S.H.I.E.L.D.* have for one another was obvious.

On screen during the first season, you see a team coming together. You see them struggle with insurmountable challenges and heartache; you see them overcome the odds and vocal criticisms of their unconventional methods as they break protocol and "do things a little differently," as Coulson himself says. You see victory and triumph, closely followed by a hardship that destroys everything. You see the leader of the group, the sage veteran, being patient and keeping calm with the fate of the world on his shoulders. And all the while, he's passing on his wisdom to the new recruits. It's a team that learns and evolves.

The same journey took place behind the scenes.

"WHAT DOES S.H.I.E.L.D. STAND FOR?"

S.H.I.E.L.D., initially short for the "Supreme Headquarters International Espionage Law-Enforcement Division," was created by Stan Lee and Jack Kirby in August 1965's *Strange Tales #135*. In just 12 pages, the S.H.I.E.L.D. mythos was born—flying cars, Helicarriers and all.

In the issue, Nick Fury, a former Army sergeant who fought during World War II with his Howling Commandos, is introduced to S.H.I.E.L.D., the secret international organization tasked to fight the fascistic terrorist organization known as Hydra. Fury is summoned to Washington, D.C., where technicians use a master mold of him to create several Life Model Decoys. When Hydra attacks, Fury and another agent make a daring escape in a flying car similar to Agent Phil Coulson's beloved Lola. Fury is taken to S.H.I.E.L.D.'s headquarters, the high-flying Helicarrier, and informed that he's been chosen to be the organization's new leader. His primary mission: destroy Hydra. That remit would later extend to other evil organizations—including the Hydra offshoot A.I.M. (Advanced Idea Mechanics), an organization led by brilliant scientists dedicated to the acquisition of power and the overthrow of all governments by technological means.

S.H.I.E.L.D. and Nick Fury quickly gained popularity thanks to the guiding pens of comic legends including Dennis O'Neil, Roy Thomas, and Jim Steranko. The series was released at a peak in the popularity of the spy genre, with *The Man from U.N.C.L.E.* beginning its run on NBC in 1965, and the immensely popular James Bond series having just enjoyed the successful release of *Thunderball* the same year.

In June 1968, the popularity of S.H.I.E.L.D. merited *Nick Fury, Agent of S.H.I.E.L.D.* its own full-length book. The debut issue, with a cover price of only 12¢, depicted Nick Fury as a master spy, exploiting top-secret technology (including a nifty-looking wristwatch communicator) to fight a new foe known as Scorpio. The series would also feature familiar faces like Jasper Sitwell and Timothy "Dum Dum" Dugan.

While the cunning and ever-cautious Fury was the face of the organization as its director from that influential issue in 1965, several familiar faces of the Marvel Comics universe would play crucial parts in S.H.I.E.L.D.—including Tony Stark/Iron Man, Steve Rogers/Captain America and Natasha Romanoff/Black Widow.

During the late '80s and into the early '90s, *Nick Fury, Agent of S.H.I.E.L.D.* returned with writers Bob Harras, D.G. Chichester, and Scott Lobdell at the helm. In the revamped series, Fury comes toe-to-toe with an old foe from World War II named Baron Wolfgang von Strucker, and the entire organization of S.H.I.E.L.D. reaches a

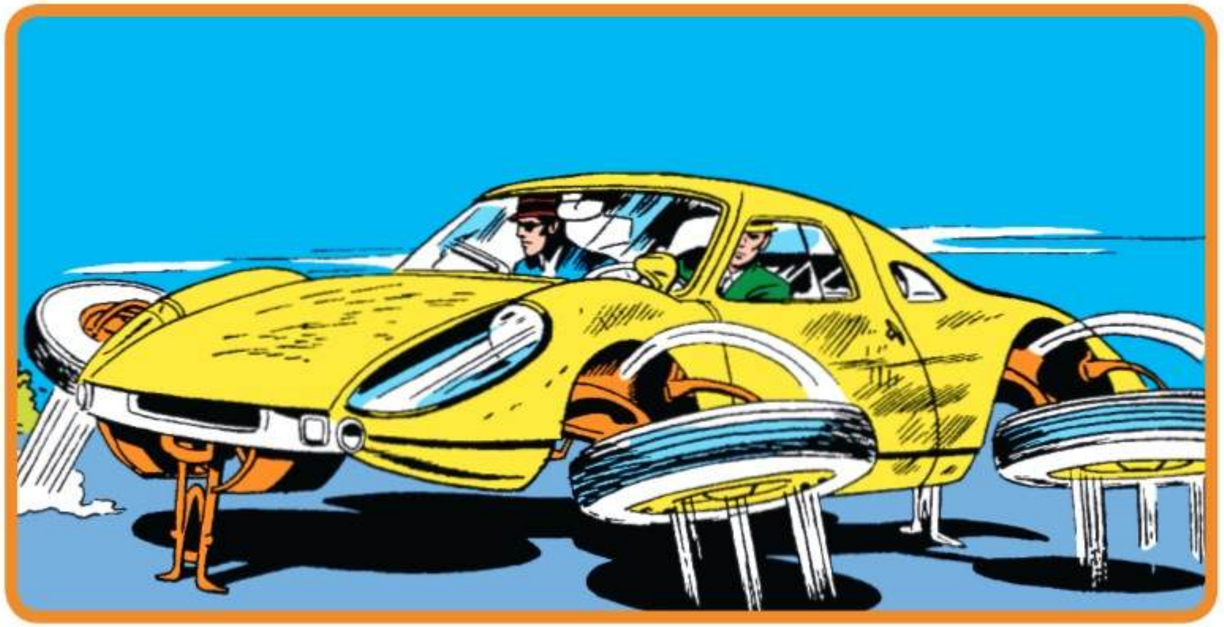
tipping point when an army of L.M.D.s infiltrates key positions and usurps the group. S.H.I.E.L.D. rises from the ashes to become the "Strategic Hazard Intervention Espionage Logistics Directorate."

In 2008, with the major Marvel event *Secret Invasion* and the spinoff series *Secret Warriors*, S.H.I.E.L.D. was again torn apart. After aliens infiltrate the spy agency and invade Earth, the President of the United States disbands S.H.I.E.L.D. A new, more menacing organization named H.A.M.M.E.R. takes its place.

Nick Fury cobbles together a new band of Howling Commandos and learns that Hydra's reach is much longer than he had originally thought; in fact, S.H.I.E.L.D. has been under Hydra control without him even knowing. He and Maria Hill discover that, in Fury's own words, they have been "working for the bad guys the whole damn time." The series reveals that Hydra has been at the center of the Western world—including the United States government, international corporations, and organizations like S.H.I.E.L.D.—since the moment that it was founded.

Following the dramatic events of *Secret Invasion* and *Secret Warriors*, Fury rebuilds S.H.I.E.L.D. and puts a young Daisy Johnson in control. In the *Secret Avengers* series, S.H.I.E.L.D. has recruited several assets, including Black Widow and Clint Barton/Hawkeye, to battle evil forces.

The modern-era S.H.I.E.L.D. still operates under the same slick espionage premise that began back in 1965. Now dubbed the "Strategic Homeland Intervention, Enforcement, and Logistics Division," the organization continues to deal with the strange and the unknown. And though Hydra was and continues to be among its primary enemies, whenever the Marvel Comics universe faces an event of monumental proportions—an alien invasion, or evil forces engaged in a plot of world domination—S.H.I.E.L.D. will be there at the front lines.



COULSON LIVES

His name was Agent. At least, that's what he was originally called.

But when you ask Agent Phil Coulson's real-life counterpart Clark Gregg where Coulson's story began, you immediately realize it's a classic dream-come-true tale. It's a story Gregg loves to tell, and it's usually accompanied with a gleam in his eye and a corner of his mouth pressed up into a smile. It's almost like asking the veteran actor, screenwriter, and director about his favorite childhood memory.

In 2006, Gregg received a call from his friend Jon Favreau asking whether he had any interest in being a day player, a nondescript "Agent," in Marvel's *Iron Man*. In the midst of several projects of his own, Gregg initially was hesitant to accept the small part of a nameless character with only one or two lines. But as a longtime fan of the comics, and with several of his friends involved in the production, Gregg gave in to coaxing from Favreau and Casting Director Sarah Halley Finn.

"We said, 'Just do it, maybe it'll turn into something. Just come have fun and do the movie,'" Finn recalls.

Sure enough, as the production progressed, Gregg's role increased slowly but surely until the moment finally arrived when his character was called upon to plant the seeds for the famed Marvel Universe organization S.H.I.E.L.D. Finn says of the franchise-changing discussion, "I remember seeing him at the table read, and he looked at me and he's like, 'Can you believe it?'"

From the moment Coulson appeared on screen as an ambassador of the "Strategic Homeland Intervention, Enforcement and Logistics Division" in *Iron Man*, his place was forever cemented not only in the Marvel Cinematic Universe, but also in the Marvel Universe as a whole.

Coulson's appearances in the following Marvel Cinematic Universe films—another bit part in Marvel's *Iron Man 2*, and a larger role in Marvel's *Thor*—were immediately conversation-worthy as a common thread that connected the films and teased the possibility of a larger Avengers team-up on the horizon.

But mainly fans just loved the guy in a suit named Phil Coulson. He was relatable, a mild-mannered company man who loved his job. Just like all of us, he had his bad days—usually when he had to deal with "divas," as he liked to call the egotistical Asgardian gods and iron-armored billionaires. From frame one, Coulson had an immediate cult following.

"Over the course of the movies, there's a certain kind of section of the Marvel fandom [where] people really identify with him," Gregg says. A key ingredient of Coulson's likeability is that deep down, he's just as much of a fan of some of these larger-than-life heroes as are countless Marvel aficionados around the world. Like us, he has his favorites.

Gregg points to the moment when he received the script for *Marvel's The Avengers* and discovered that Coulson had collected a near-mint set of Captain America trading cards: "I felt that was exactly right, you know? The fact that he'd grown up idolizing this long-vanished World War II super hero, and then suddenly got to be there with him on the airplane—he almost died of geeking out." It was a feeling Gregg himself was surprised to encounter at later conventions, where he was immediately recognized and surrounded by fans dressed like Phil Coulson.

Marvel "One-Shots," created in conjunction with the home-entertainment releases of *Thor* and Marvel's *Captain America: The First Avenger*, put Coulson at the forefront, giving fans a chance to learn even more about the character and the inner workings of S.H.I.E.L.D. Coulson quickly became a mainstay in Marvel video games and animation thanks to Head of Marvel Television Jeph Loeb. Eventually, the character would even appear in the Marvel comics themselves—first in *Iron Man 2* tie-ins, but later cleverly written into *Secret Avengers* and other comic-book series.

"Phil Coulson, and in particular Clark Gregg, is just so beloved—by not just fans, but anybody who's worked on any of these movies," Joss Whedon said of both the character and his originator during filming of the S.H.I.E.L.D. pilot. "He is so down-to-earth, and he's just very comforting. And he's also very funny. And he's a great counterpoint to sort of the enormous histrionics of these giant movies." Gregg gets a little bashful when asked about his love and appreciation for his fans, because he's still getting used to the concept of people being his fan. He's just an ordinary guy.

It appeared Coulson had earned a permanent place in Marvel continuity alongside some of its most recognizable characters, and that the dream would continue—until that lethal moment in 2012's *Marvel's The Avengers* when an ordinary guy makes the ultimate sacrifice that brings the Avengers together.

Going toe-to-toe with the super villain Loki, played by fan-favorite Tom Hiddleston, Coulson (brandishing an absurdly cool gun) confronts the

Coulson's beloved Captain America trading cards, as seen in *Marvel's The Avengers*. Art by Joe Simon and Jack Kirby; layout and design by Amanda Hunter.

Clockwise from Top Left: Agent Phil Coulson as seen in *Iron Man* (2008), *Iron Man 2* (2010), *Thor* (2011), and *Marvel's The Avengers* (2012).
Center: Coulson as he appears in the Marvel comics.

Asgardian—only to take a scepter through the chest. Collectively, audiences drew in a breath and forgot to exhale. After coming to know and love this character during the span of six years, the moment of his mortality was a shock. But his death is the film's emotional rallying cry for the Avengers to put their differences aside and come together to defeat Loki and the Chitauri. He gives them something to avenge. And Gregg, after five years of being the glue that bound everything together, found that to be a fitting end for the character.

"I thought it was all over, and it had been quite a beautiful ride. I thought what Joss did in *The Avengers*, and the culmination of that arc and the heroism he found in the least super-powered person on the Helicarrier, was a really beautiful way to end it," Gregg says. But fans, as it would turn out, felt otherwise. *Marvel's The Avengers* surpassed $1 billion at the box office in only 19 days, the fastest film to reach that mark. And in the wake of the movie's massive success, a grassroots campaign of Coulson fans who couldn't come to grips with his passing spread like wildfire.

The "Coulson Lives/Fury Lies" movement grew exponentially and gained momentum. Graffiti on a wall in Budapest would proclaim "Coulson Lives" one day; a bumper sticker in Beijing would do likewise the next. The "Coulson Lives" mantra became a social-networking rallying cry, dominating conversation on fan websites. At comic-convention parades, masses of finely dressed S.H.I.E.L.D. cosplayers marched proudly with "Coulson Lives" banners in hand. *Marvel's The Avengers* had opened in May 2012, and the "Coulson Lives" meme had taken on a life of its own by June the same year.

Clark Gregg at NYCC 2012.

"I was really blown away, the way people would come up to me in my town with 'Coulson Lives' T-shirts. It's just been one of the most heartwarming things, to have a character really land like that," reflects Gregg, who received social-media posts from around the world from people who believed Coulson's story was far from over.

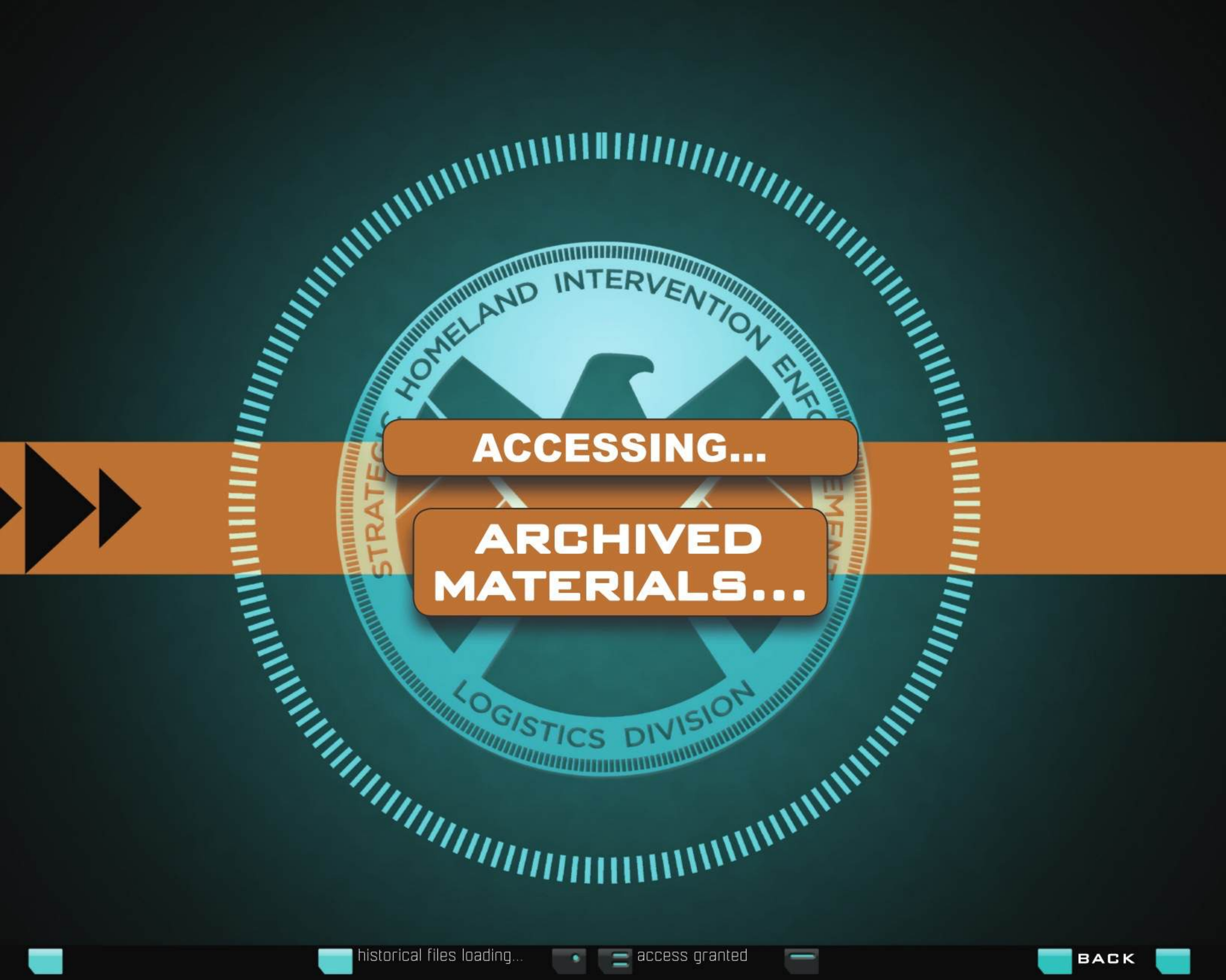
A memorial of sorts for the fallen S.H.I.E.L.D. agent was planned for the Marvel Television panel at New York Comic Con in August 2012. Moderator Jeph Loeb began the panel with a touching video tribute. Following the video, Gregg appeared in person to deliver a heartfelt "thank you" to his supporters. Cheers and chanting erupted from the audience as fans proclaimed their love for both the actor and the character. Gregg could barely hold back the tears of gratitude.

And it was during that moment of euphoria when, in trademark Marvel style, the audience was hit with the surprise twist. The video screen rolled another filmed message, from the office of Joss Whedon. Following the success of *Marvel's The Avengers*, Whedon had taken on the position of creative consultant for the Marvel Cinematic Universe and was hard at work helping outline Phase Two of the studio's film releases.

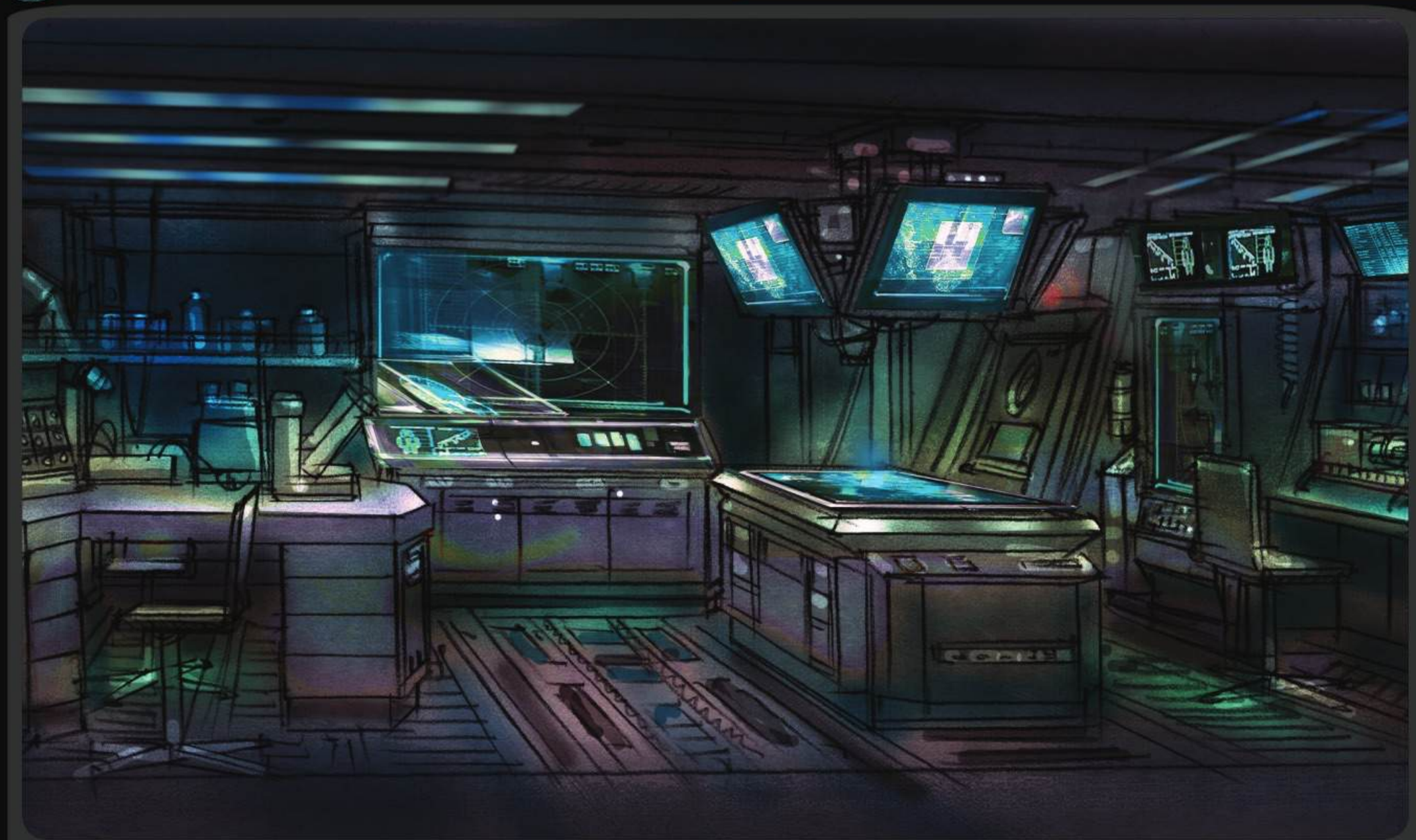
In a clever misdirect, Whedon initially led the audience to believe his artistic integrity would be in jeopardy if he brought back characters from the dead. His tune quickly changed as special guest Kevin Feige, president of production at Marvel Studios, emerged in the video wearing a "Coulson Lives" T-shirt. Feige, a veteran film producer instrumental in the success and connectivity of the films, could always be relied upon for big announcements. The T-shirt wasn't just a lark. Together, Feige and Whedon triumphantly heralded the character's return. Coulson did, in fact, live. And he would be headlining a new live-action TV show focusing on his beloved S.H.I.E.L.D.

"In many ways Coulson is us," Loeb says. "And having someone who is that identifiable is extremely valuable, in particular when you start talking about doing television—which has a very unique thing that the movies don't have, and that's a level of intimacy. And that goes all the way back to when television was first introduced—this idea that the show takes place in your living room. And when you think like that, the more identifiable the characters are, the more you feel like they are welcome in your home."

How was Coulson still alive? Was the Coulson who died a Life Model Decoy? Was Coulson the android Avenger known as the Vision? Who would join him in the show? All the NYCC audience—and the world—knew was that a S.H.I.E.L.D.-centric TV show was on the way.


HOMELAND INTERVENTION ENFO
STRATEG
EMENT
LOGISTICS DIVISION
ACCESSING...
ARCHIVED MATERIALS...
historical files loading...
access granted
BACK

PREPRODUCTION



PRE-01

Pre-premiere promotional banner in New York City's Times Square.

Even before the announcement to fans, *Marvel's Agents of S.H.I.E.L.D.* was well into development and moving full steam ahead toward a January 2013 production start date.

Executive Producer Maurissa Tancharoen and her husband and writing/producing partner Jed Whedon were already on board. Showrunners on Joss Whedon's *Dollhouse*, the pair also cowrote his immensely popular *Dr. Horrible's Sing-a-Long Blog*, making them the perfect choice to shepherd the series. "I got very passionate about this project, and at some point I remember that I'm supposed to be making a movie," Director and Executive Producer Joss Whedon says. Marvel's *Avengers: Age of Ultron* was in preproduction at the same time as *Marvel's Agents of S.H.I.E.L.D.* "It was important for me to populate the show with the people I trust most in the world," Whedon concludes.

"Jed and Maurissa have brought their own special kind of whimsy to the show," Executive Producer Jeph Loeb explains. "I think some of that has to do with the fact that in addition to being a writing team, they're also married. They bring to it a kind of special romance."

"When we first sat down with Joss, it didn't take us long to map out the general strokes for the show," Jed Whedon says. "Because all three of us had basically the same idea."

Tancharoen adds, "The first day we got together, we already knew who

we wanted the six team members to be. And that Skye would be the surrogate for the audience."

Within a week, the group had laid the groundwork for not only the pilot but also several of the first season's key episodes. They then brought in Executive Producer Jeffrey Bell, with whom they had collaborated on *Angel* and *Spartacus*, and set to work writing the pilot. Bell, a veteran of television who began his career as a writer on *The X-Files*, brought not only his creative expertise to the show but also helped guide the series in its early inception. "He's a great hands-on producer," says Joss Whedon. "These are some of the funniest and most centered storytellers that I know."

S.H.I.E.L.D. was the perfect property for Marvel's first foray into network television—it would be a show essentially about humanity.

"That's the real secret to Marvel," Loeb says. "It really is about ordinary people who have something extraordinary happen to them."

And no element was more important for audience investment than casting. The production established offices in London, Australia, New York, Vancouver, Toronto and Los Angeles to find talented and instantly magnetic faces to join Clark Gregg on Agent Coulson's team. Casting began in September 2012, little more than five months before cameras were set to roll in January of 2013—so time was of the essence.

The vanguard of the search was Casting Directors Sarah Halley Finn and her Casting Associate Tamara Hunter—both veterans of the Marvel Cinematic Universe, beginning with Marvel's *Iron Man*.

"I think what sets these films and the show apart from other projects in my mind is that they're fun," Finn explains. "And so while we aspire to have the highest standard of excellence in terms of the acting, we also want actors who have that wink in the eye. There's a sense of mischief; there's a sense of playfulness that we as an audience really feel when we see these films and the television show."

Some of that playfulness would come through the fast-paced, Whedon-esque dialogue. "These characters all really have to be able to handle language," Finn explains.

As a sink-or-swim test for the thousands of S.H.I.E.L.D. hopefuls aspiring to play Agent Grant Ward, the production crafted a scene in which the actors were tasked by Agent Phil Coulson (code-named "Moore" for the purposes of the audition) to order lunch for their entire S.H.I.E.L.D. branch.

The producers viewed thousands of taped submissions from the casting offices, as well as self-submitted auditions from actors. They were looking for another particular quality that would affect the entire show: "What comes to mind about all of the people that we're talking about—actors, writers, directors—is how incredibly hard-working they are. How much they care about what they do and make it look so effortless. And Clark has that same work ethic, so that's the understated value that goes into all of this," Finn says.

Five months and thousands of submissions later, the filmmakers, Marvel, and ABC had assembled their perfect cast of five leads to join Phil Coulson on his ongoing mission.

BRETT DALTON

AGENT GRANT WARD

When we're introduced to Grant Ward in the pilot, he's a lone-wolf specialist akin to Ian Fleming's James Bond. He rushes head-long into his mission on a sleek motorcycle, gets in a good one-liner to flirt with the femme fatale, and hooks onto a tow line and escapes dangling from a helicopter. He's cocky and arrogant, and that's just what Executive Producers Maurissa Tancharoen and Jed Whedon wanted. But finding those traits while keeping the character likeable is a fine line to balance. So when the producers saw Brett Dalton's audition tape, their reaction was immediate.

Dalton auditioned from New York during the global talent search. The auditioning actors read a scene in which Ward is injected with a S.H.I.E.L.D. truth serum. As if a switch has been thrown, the character pivots from emotionless interrogation mode into the soft and vulnerable line, "Gramsie?" Brett Dalton played the scene flawlessly—conveying a hardened, headstrong special operative, but also vulnerability and humor. "It's so great to see when an actor gets the writing, gets the style," Casting Associate Tamara Hunter explains. "They just run with it, and that's what's so much fun to see."

Dalton is a California native and Yale graduate with only a handful of TV appearances and stage performances under his belt, and he was working a catering job at the time he auditioned for the role.

Dalton weighed 170 pounds during his audition in October, and he trained vigorously to put on 15 pounds of muscle before cameras rolled in January 2013. But perhaps the most difficult aspect of Dalton's performance would come later in the season when the character makes a complete 360-degree turn—a twist Dalton himself didn't know was coming until mere days earlier.

The following are the original sides for "The Lunch Scene" presented to actors auditioning for the role of Ward on September 18, 2012:

INT. S.H.I.E.L.D. DEBRIEFING OFFICE - DAY

Moore sits across from Agent Ward.

MOORE
What happened?

WARD
The man was going to trigger an explosive device. I convinced him that was a bad idea.

MOORE
And how did you convince him?

WARD
With punching.

MOORE
Did you try to appeal to the man's morality? To his heart?

WARD
I made him afraid it would stop beating.

MOORE
Not a people person, are you? Well, I think you'll make a delightful addition to our team.
(off Ward's confusion)
You could use it. A team.

WARD
All due respect, Sir, I've aced every test. Sailed through my trials. I've got the highest scores since Romanoff. I don't think I need a trust-building exercise. I'm as ready as I'll ever be.

MOORE
Ready for what?

WARD
For anything.

MOORE
Anything. Alright. Why don't you order lunch for the office then?

Ward knows this is a test, but it seems easy.

WARD
Lunch? Sure. Burgers. Let's get some burgers.

MOORE
Are there any vegetarians?

WARD
(you got me)
Okay, maybe. We'll get pizza then.

MOORE
I believe Vasquez is lactose intolerant.

Ward is starting to sweat.

WARD
Fine. Let's go with Asian food. No cheese in — what about pad thai?

MOORE
Agent McCoy is gluten-free.

WARD
Now you're just making up words.

MOORE
And is allergic to nuts. Pad Thai will send him into —

WARD
Anaphylactic shock! I know that one.
(admitting)
I used peanut oil to take out a hijacker in Milan. You got a point?

MOORE
You've been in this office for debriefing now three days. And I'm sure you can tell me the person most likely to know Krav Maga or whose purse has the best odds of holding pepper spray —

WARD
Vasquez.

MOORE
But do you know her son's name?

Ward does not.

WARD
Uh...Junior?

MOORE
She doesn't have one. My point is — you're so ready for action, Agent Ward, that you can't imagine an alternative.

WARD
I've been trained for war, Sir.

MOORE
But not to avoid it.

WARD
You know better than anyone what we're up against here. These aren't people who can be reasoned with. These aren't people.

MOORE
I'm not talking about what we'll be fighting. I'm talking about what we'll be fighting for.

WARD
And what's that?
(realizes)
You think me asking that question just proved your point, don't you?

MOORE
(smiles, yes)
Welcome to the team.

MING-NA WEN

AGENT MELINDA MAY

Melinda May is introduced as a tortured agent who has given up life in the field, tied to a desk job by a mysterious traumatic incident. She's first seen buried under a mountain of paperwork—"where they make the red tape," Coulson quips. But as the season progresses, we learn May is a cunning warrior, a S.H.I.E.L.D. legend. She's no mere pencil-pusher.

Executive Producers Jed Whedon and Maurissa Tancharoen called in actor Ming-Na Wen for a general meeting and immediately loved how she lit up the room. No stranger to TV audiences after more than six seasons on the immensely popular *E.R.*, Wen was already at the forefront of the executive producers' wish list. During her first read for the character, then known as Althea Rice, Wen demonstrated her ability to instantly go from charming and energetic to hardened and quietly reserved. "Ming-Na's character is very serious. She's very intense," Casting Director Sarah Halley Finn describes. "She has a weight on her shoulders, but yet you still see that she can fire off a line to Clark."

And it didn't hurt that Wen could fight. She had hoped to have at least a year to prepare physically for the role. Instead, she had two weeks to learn the fight choreography required for the pilot. Subsequently, Wen rigorously trained to keep in peak physical condition and could often be seen around the set exercising in between takes.

In the pilot, Coulson is able to coerce May into joining his team under the guise of being "just the pilot," a promise disregarded early and often as the one-woman force of nature nicknamed "the Cavalry" routinely must save her teammates' skins. But her transition from desk-jockey to fighter isn't the only change the character undergoes during the season.

CHLOE BENNET

SKYE

Skye's is the first voice the audience hears in the pilot. As the audience's point-of-view character, Skye seems awestruck at the wonders revealed after the Battle of New York—but we soon learn she's a highly skilled computer expert working for the "hacktivist" group known as the Rising Tide, untrusting of the Big Brother nature of organizations like S.H.I.E.L.D. Skye's allegiances and true intentions are uncertain, even after she joins Coulson's team.

"With Skye, we were going for the hot girl that every guy wants to hang out with and every girl sort of wants to be, because she's so relaxed and so comfortable in her own skin. And that's sort of who Chloe is by nature," Executive Producer Maurissa Tancharoen says.

"She was really the hardest character to find," Executive Producer Jeffrey Bell says. "Joss has such a specific voice with that kind of character, and that character carries so much." Skye needed to be a quintessential Whedon heroine—strong, smart, and self-aware. "To find that in someone who's about twenty years old is very rare," Bell says. So rare, in fact, that thousands of actors read for the part before producers chose 20-year-old Chloe Bennet.

Born in Chicago, Bennet moved to Beijing at a young age to pursue a career as a pop star. Having found success overseas, she returned to the States and appeared on the ABC series *Nashville*. While shooting *Nashville*, Bennet submitted an audition tape to the *Marvel's Agents of S.H.I.E.L.D.* producers—for the role of Simmons.

"I think there was something about her already that everyone liked," Casting Associate Tamara Hunter says. Bennet was endearing, with a spark of life that lit up the casting office. The team took a chance and put Bennet on film for the role of Skye.

Despite Skye's proficiency with computers, Bennet is technologically inept (self-diagnosed). In addition to mastering her character's tech-speak, Bennet had to commit to the physicality of her role by learning how to box—much like Skye, whom Ward teaches to fight. Bennet could often be seen training with the stunt team and perfecting her jab between filming setups or after finishing her day's work.

"And for a girl who lives in a van, she looks really good," Tancharoen jokes about Skye, who initially resides in the Rising Tide's mobile command center.

Skye is an enigma—to herself and the others. As she and the audience simultaneously learn more about her past, Skye is shot by Ian Quinn—a moment that made Bennet's heart stop when she read the script. But thanks to a dose of GH-325, Skye lives—and so does the mystery of her past.

IAIN DE CAESTECKER

AGENT LEOPOLD FITZ

From the first draft of the pilot script, Agents Leo Fitz and Jemma Simmons were written as one person, two halves of the same brain. The bond between the two characters isn't romantic, at least at first glance. The technological and biological minds of Coulson's team, Fitz and Simmons share a deep, immediately recognizable brother/sister relationship punctuated by techno-babble-laced banter.

Early in the development process, Executive Producer Jeffrey Bell asked the group an important question: "Are they British?"

Iain De Caestecker, a Scottish actor, had caught the eye of Executive Producers Jed Whedon and Maurissa Tancharoen, who were big fans of his role on the BBC series *The Fades*. Fitz had been envisioned to be cockier, but he developed into more of an insecure genius when De Caestecker became an option for the role. "He'll rattle something off that's brilliant, but yet he's still unsure of himself," Tancharoen says.

Fitz—an engineering genius, and one of the youngest graduates from S.H.I.E.L.D. Academy's Science and Technology Division—is reluctant to join Coulson's team, but Simmons convinces him. Suddenly, he finds himself enduring his greatest anxieties.

But as the season progresses and Fitz's confidence builds, he begins to revel in his role on the team. On a mission with Agent Ward to disarm the Overkill Device, Fitz comes into his own as a field agent.

ELIZABETH HENSTRIDGE

AGENT JEMMA SIMMONS

Agent Jemma Simmons, a genius in biology and fellow graduate from S.H.I.E.L.D.'s Science and Technology Division, was originally meant to be the team's nagging worrywart—until Sheffield, England, native Elizabeth Henstridge read for the part.

"We'd heard a lot of reads of the party-pooper, but the enthusiasm that we were looking for was something we hadn't seen yet," Executive Producer Maurissa Tancharoen recalls. "So Joss said, 'You know what? Why don't you read the part of Fitz?'" Henstridge, who already had the Fitz portion of the audition memorized, read the other role then and there. "All of a sudden she did Fitz in a way we'd never seen. And it was exactly what we were looking for in Simmons, and she got the part right there," Jed Whedon says.

Key to Simmons' character was her chemistry with Fitz. "We were putting people together in different combinations," Casting Director Sarah Halley Finn says. Potential Fitz-Simmons pairings were screen-tested together reading a slight variation on a scene that would appear later in the season in "FZZT," in which Fitz and Simmons must come to terms with the horrific fact that they're both about to die. "And so they have this incredible bonding, and Simmons is running around trying to save them, but all the time they're still bickering and fighting," Finn continues. "And then they end up just sitting very quietly and coming together, and you really feel the connection and the love between these two people that they could never admit to feeling."

Henstridge and De Caestecker's screen test left the room speechless and in tears. All those present immediately knew they had found their Fitz-Simmons.

Henstridge brought to the role of Simmons a sense of enthusiasm and optimism mixed with a charming melodious voice that Executive Producer Jeffrey Bell describes as "a little Julie Andrews meets Jennifer Garner."

ACCESSING...

SEASON ONE DECLASSIFIED

scanning...

checking times...

MAOS_S01

BACK

SEASON ONE

S01

00:00 45:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 01_22_13

MISSION END: 02_11_13

MISSION TRANSMISSION: 09_24_13

PILOT

Written by Joss Whedon & Jed Whedon & Maurissa Tancharoen
Production Dates: January 22, 2013 – February 11, 2013
Original Airdate: September 24, 2013

Mission Briefing

Despite being shanked in the chest by Loki, the "Asgardian Mussolini," during the Battle of New York, Agent Philip Coulson is alive and well. He's starting his second life requisitioning a team to track down a superhuman named Mike Peterson. Peterson plunged from a burning building with a woman in his arms, and an activist group known as the Rising Tide caught the whole act on a camera phone. One of the Rising Tide's members, a hacker named Skye, might have information on a larger threat unknown to S.H.I.E.L.D.: Centipede.

Field-Op Notes

• According to Maria Hill, a man named Vanchat was looking to sell the Chitauri neural link. Who is this dealer of rare alien artifacts?

• Agent Simmons welcomes Ward to their "journey into mystery," a nod to the Marvel comic *Journey into Mystery*, in which Thor made his first appearance in 1962.

Running Behavioral Observations

• "Tahiti: It's a Magical Place." - 2
• "Don't touch Lola." - 1
• "It's not magic, it's science." – 1

AN ORIGIN STORY

At the heart of this new team of S.H.I.E.L.D. agents is Phil Coulson, the ultimate everyman and the fulcrum of an unlikely group. The Coulson seen in the films had a blind faith in his employer. Despite the events of *Marvel's The Avengers* and the mysterious circumstances through which he was resuscitated following his run-in with Loki, he still believes he and his organization can do some good in the world.

In the pilot, Coulson brings together four agents to accompany him on his journey into mystery, each with a specific role: the biological mind, the technological mind, the muscle, and "just the pilot." The team's roster reaches six when Coulson takes computer prodigy Skye under his wing. It's not the first time he's found and trained a young talent to become a superstar S.H.I.E.L.D. agent.

The team comes together in the pilot through what at first appears to be a routine "welcome wagon" scenario: Mike Peterson has exhibited extraordinary abilities, and S.H.I.E.L.D. protocol mandates that contact be made with the superhuman. But the situation goes sideways when the agents discover that Peterson's abilities originated with an organization with which S.H.I.E.L.D. is unfamiliar: Centipede.

Piecing together alien and human technology—including the Extremis process seen in *Iron Man 3*, combined with elements from *Captain America: The First Avenger* and *The Incredible Hulk*—Centipede is cultivating an amalgamation of weaponry for an unknown purpose slowly revealed throughout the season.

"We tried early to establish our own characters," Executive Producer Jed Whedon says. "And while we knew where the mythology would go and how we would interact with the films further down the line, initially we just wanted to come out with new stuff that linked in some way but felt new and felt our own." Centipede, while it would connect later in a very large way to the Marvel Cinematic Universe, was carefully constructed for audiences that might be unfamiliar with the larger Marvel Universe.

S.H.I.E.L.D. PROFILE

POSITION
FIRST ASSISTANT DIRECTOR

MAILEEN'S PAST MISSIONS
The Girl with the Dragon Tattoo (2011), *Much Ado About Nothing* (2012), *True Detective* (2014)

HARMONY'S PAST MISSIONS
Alias (2006), *Brothers & Sisters* (2010), *True Blood* (2013)

ASSET DETAILS
Maileen Williams and Harmony Kummer were the series' resilient first assistant directors (splitting the duty every other episode). Usually the first to arrive and the last to leave, the first assistant director works hand-in-hand with the director to ensure the set runs as a well-oiled machine and that the technical elements of filming are carried out without a hitch. It's a highly stressful job that requires spinning many plates simultaneously. Because of the rigorous television schedule, First assistant directors often swap episodes to allow one first assistant director to prep for the forthcoming episode while the other films the current.

NAME:
KUMMER, HARMONY

NAME:
WILLIAMS, MAILEEN

J. AUGUST RICHARDS

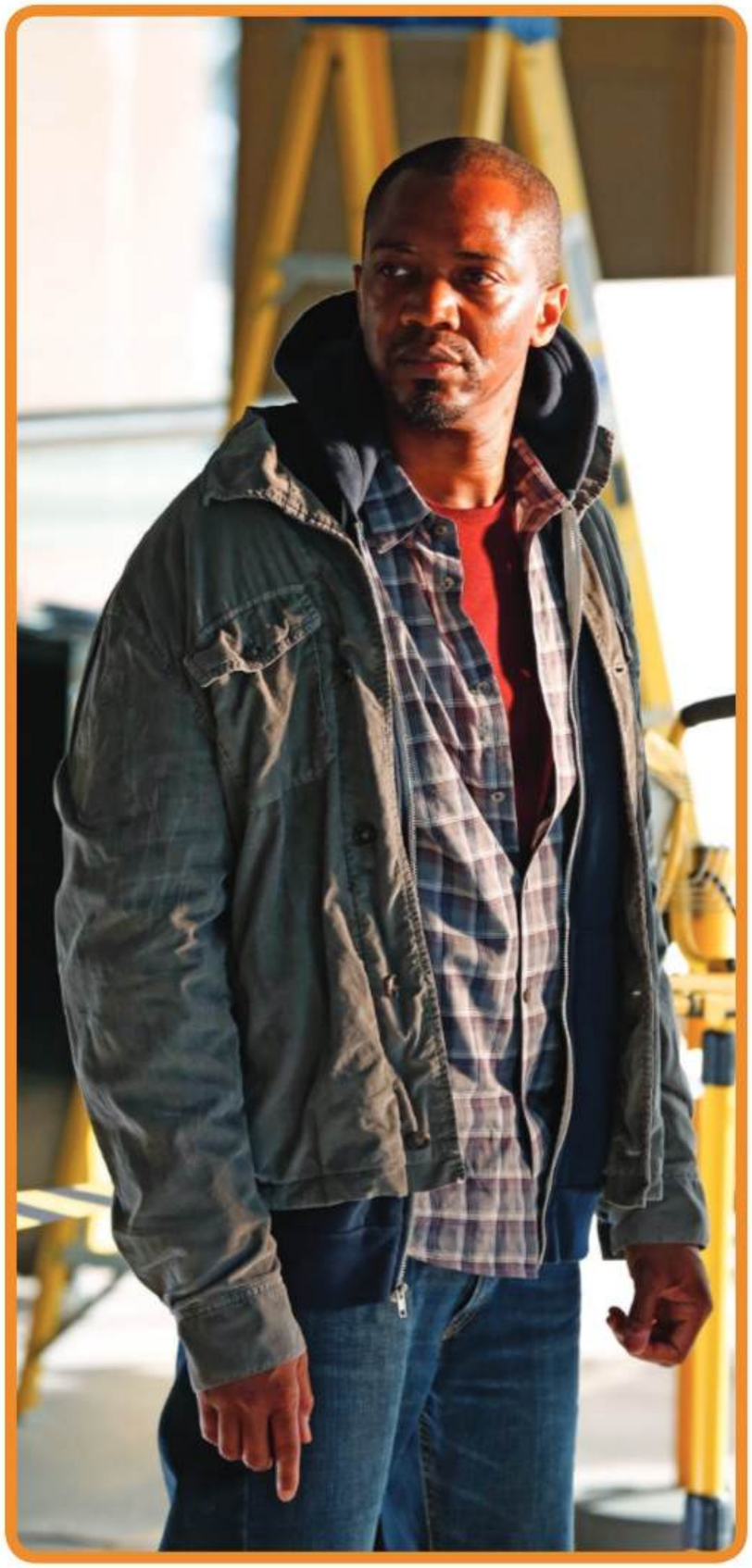
MIKE PETERSON/DEATHLOK

Mike Peterson wasn't meant simply to be the pilot's "bad guy." Mike needed to be an everyman who was suddenly granted great powers and struggled with the physical toll the Centipede serum would place on him—along with the moral dilemma of suddenly being a god among men. The seeds planted in this episode were the makings of an origin story for Deathlok, which would slowly unfold during the season. For that reason, the producers wanted to make sure Mike's humanity remained intact—especially knowing the journey the character would take.

Enter actor J. August Richards, who had worked with Director and Executive Producer Joss Whedon and Executive Producer Jeffrey Bell for four seasons on *Angel*. "He made Mike such a likeable guy," Bell says. "A guy who wanted to do the right thing for his son, who wanted nothing more than to be a hero, and in that quest found himself just a little bit of a monster." Richards related to the character, taking interest in this man who had witnessed the events of *Marvel's The Avengers* and was struggling with a feeling of powerlessness as a mortal among heroes and giants. And when given the opportunity to acquire super-strength, fueled by Centipede's cocktail of the Erskine formula and gamma rays, both Peterson and Richards savored the opportunity.

Since he was seven, Richards told people he wanted to be a super hero when he grew up. His dreams came true as his character is given the opportunity to put on a sleek suit and join Coulson's team—only to later become the cyborg known as Deathlok the Demolisher.

Richards drew inspiration from the story of Frankenstein to portray the character's fall into a dark place. Mike's tragic origin story is that of a man who does his best to avoid becoming a monster but ultimately fails.



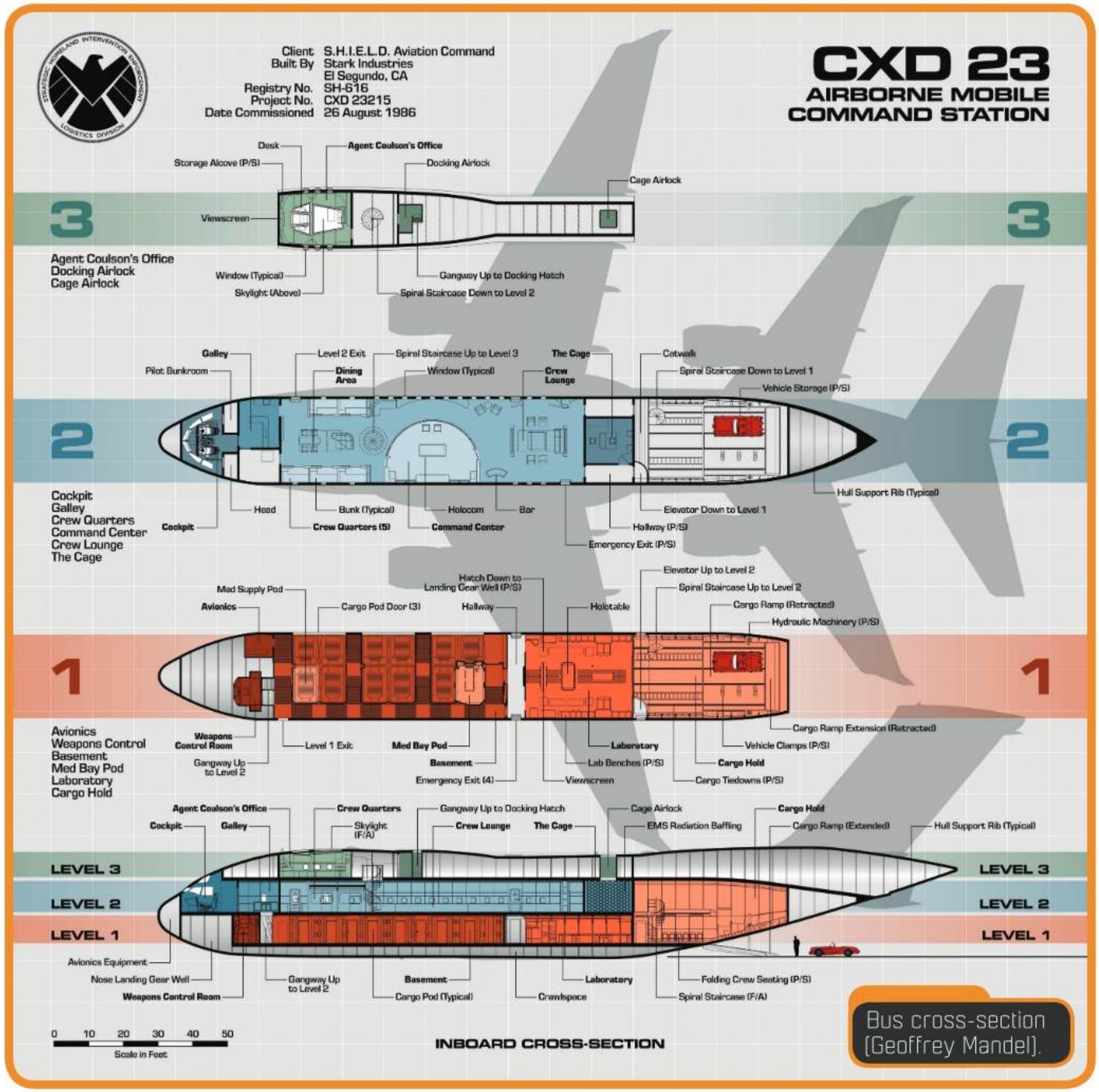
Art Department concept for the S.H.I.E.L.D. logo's placement on the Bus.

BUILDING A HOME

While many Marvel productions, including *Captain America: The Winter Soldier*, were filmed near the scenic city of Manhattan Beach, S.H.I.E.L.D. would make its home closer to Los Angeles. Construction on soundstages 14, 15, and 16 of the studio began December 6, 2012. Three major sets were built in a matter of six weeks: the Bus lounge/command center; the interrogation room, which would later be known as "The Cage"; and Fitz-Simmons' lab, connected to a retractable loading dock. Supplemental sets for Debbie's charred lab and a Parisian apartment infiltrated by Ward also were constructed on the show's Stage 16.

The centerpiece was Coulson's mobile command center, a heavily modified airplane based on the military C-17. Production Designer Gregory Melton—with a background in television and films including *Tales from the Crypt*, *The Mist*, and *The Walking Dead*—knew it was important that the plane function as a seventh team member. The plane would have to be spacious enough to contain all the various set pieces needed throughout the season, and it would require a loading ramp to house Lola and other vehicles. Melton and his team started with the basic design and shape of the C-17, one of the few existing aircraft that fit all the criteria, then began modifying and upgrading it to suit their needs.

The main lounge/command center—also incorporating five sleeping chambers, a kitchen, and a spiral staircase leading to Coulson's office, which wouldn't be built or seen until the series' second episode—proved to be one of the more challenging sets to construct. This set would see a great deal of filming for the pilot and beyond as both a rallying point around the command center's "holocom," and a common area where Coulson's team could spend rare downtime between missions. The base needed to be stylish, sleek, and somewhat futuristic, and Director



Bus cross-section (Geoffrey Mandel).

and Executive Producer Joss Whedon had specific design instructions: He wanted to be able to stand on one end of the set and see all the way to the other end without interruption. "That's a tall order when you're trying to put in crew quarters, galleys, the lounge, and the command room," Melton says.

"In my first meetings with Joss, Jed and Maurissa, we felt that this was the S.H.I.E.L.D. on Earth,

so we wanted to keep it as grounded and as of the Earth as possible," Melton says. Thus the production-design team employed familiar elements, including the retro but futuristic Eames Chairs that flank the lounge. The design featured lines inspired by luxury planes custom built for sheiks and international travelers.

The end result was a comfortable and functional main cabin able to take the beating of heavy action sequences—including being blown to pieces twice, in "0-8-4" and "Traitor"—but also cozy enough to provide respite for the characters during off-hours. The set was so comfy it also wasn't uncommon, given the production schedule's long days and nights, to catch members of the cast and crew sneaking naps in the sleep pods during lunch breaks.

The set designers also had to create the loading dock that leads into Fitz-Simmons' laboratory. The ramp had to incorporate heavy hydraulics systems capable of lifting and holding vehicles. Conceptually, the production-design team imagined that during the '80s and '90s, S.H.I.E.L.D. had a whole fleet of these planes, each serving a particular function: a scientific plane would have looked completely like Fitz-Simmons' lab, while a military plane would have looked like the weapons-storage areas with barracks seen later in the season. The Bus would need it all. "This one sort of became a hybrid of everything that Coulson wanted it to be," Melton explains.

The final set built for the pilot was the interrogation room, later known as "The Cage." The small but stylish space was a favorite of Joss Whedon's. "He saw that, and I think he just loved the idea that it was a set that could hold anything," Melton says. The octagonal design of the walls was inspired by the lower-belly shielding of a NASA space shuttle—creating the appearance of a thick, impermeable set of tiles that could withstand a being of any power or size. "We talked about the possibility that some time we could have a character who gets bigger or smaller, and then we could make half-scale versions of the room and put somebody in it to make them look like they're getting bigger," Melton says. The Cage's location was an ongoing discussion, as well: The production team moved the pieces of the puzzle around the hull of the ship to determine what made the most sense where. Ultimately the choice was made to place it on the second floor, which allowed the dynamic use of the Cage's roof for some very dramatic interrogation scenes.

Early concepts and final sets.

Jed Whedon and Maurissa Tancharoen's Instagram photos commemorating the start of principal photography.

ROLLING CAMERAS

With the cast ready, sets built, and an enemy waiting in the wings, cameras rolled January 22. Executive Producers Jed Whedon and Maurissa Tancharoen simultaneously posted to their personal Instagram pages photos of their director's chair backs accompanied with a caption proclaiming, "And so it begins."

With just 15 days to film the 42-minute pilot, Director and Executive Producer Joss Whedon and his crew had the responsibility to set the tone not just for the episode but also for each and every day of production on the first season.

Fourteen days were spent in Los Angeles—at the production's classified home studio, and on location in downtown Los Angeles. Elements of Agent Ward's thrilling introduction were filmed with a splinter unit in Paris. The Paris shoot was a whirlwind trip with only one day to prepare, one day to film, and one day to return.

"One of the things we plan to do is not just put somebody in front of a greenscreen with the Eiffel Tower behind them, but go to Paris and shoot somebody at the Eiffel Tower," Executive Producer Jeffrey Bell says. It was important that the scenes in Paris were real and tangible, establishing S.H.I.E.L.D.'s global influence.

But before the production could travel to France, it had to complete filming in Los Angeles.

STARTING OFF WITH A BANG

Production started at the production backlot. In the pilot's opening shots, Mike Peterson and his son are buying hot dogs when a building explodes behind them. Using his newfound powers, Mike punches his way to the top of the building to save a woman we'll later come to know as Centipede scientist "Debbie."

The backlot allowed both the Special and Visual Effects teams to combine real-life elements with post-production visual effects. The real explosion was rigged into one of the backlot's permanent facades. Guest star J. August Richards did his best to prepare the young actor playing his son, Ace, (Ajani Wrighster) for the blast, assuring him that the majority of the fire would be added later in post-production. But when the cameras rolled and a massive fireball flew toward Richards and Wrighster, the two nearly jumped out of their skins. "It was probably the best acting I've ever done, because there was no acting required whatsoever," Richards says.

In post-production, the Visual Effects team was tasked with creating one of the first major digital double effects to be seen on the show. It was the first shot of a superhuman character using his abilities, and it would set the bar for the series. The Visual Effects team was nervous—if the scene wasn't exactly right, it might jade viewers less than two minutes into the pilot.

"We really are encompassing almost all of the disciplines and crafts within visual effects on this show, which is exciting," Visual Effects Supervisor Mark Kolpack says. "We literally run the gamut visually. We have digital doubles, hard surface models like the plane, simulations, matte paintings—you name it."

Kolpack and his team had one goal: to uphold the quality of the Marvel brand. "There cannot be a dip; there cannot even be a mild tick of difference between what an audience is accustomed to seeing on the big screen," Kolpack says. "You cannot come to television and see something entirely different. It had to be indistinguishable."

The sequence was originally planned with a stunt double attached to a wire on a crane and descending at a rapid rate to the sidewalk below, but the actor's gentle drop wouldn't have given the shot the right impact—nor the force needed for Peterson to shatter the concrete on the street. "You don't get the dynamics of the arc when someone jumps off and lands," Kolpack explains.

The production instead split the sequence into pieces, first filming a stunt-double Peterson holding another double in place for the Centipede doctor, Debbie. Next, the explosion was shot without the actors. Then a final pass was filmed with Richards holding actress Shannon Lucio while they landed. Digital doubles for both Mike and Debbie would fill the gaps to create one fluid shot.

"It was challenging because it's

Visual Effects Supervisor Mark Kolpack's storyboards.

hard sometimes for an actor to do what I call the B-side of the effect," Kolpack says, referring to the moment the digital double (aka the "A-side") turns back into the live-action actor for the final heroic shot. Richards had to hold Lucio in his arms while jumping from about a foot up and land in the "action pose"– one leg forward, the other back. The move would be tricky on its own, but Director and Executive Producer Joss Whedon also didn't want to see Mike Peterson's knees touch the ground, a show of the sheer strength the Centipede serum has granted him.

The first take was spectacular, though Richards had difficulty keeping his back leg from touching the ground in the action pose. "He does it, and his back leg is vibrating. You know because he's trying to hold the pose, but all of his weight is on his right leg," Kolpack says. "So we do another take, and he just nails it."

The result was a shot widely used in trailers, TV spots, and promotion of the show–a heroic moment both on and off camera.

Art Department concept art.

VENTURING OUT INTO THE WORLD

As the 60,000 daily train commuters passed through Los Angeles' historical Union Station at the end of January, they could sense something unusual. And it wasn't just the abnormally cold (for Southern California) 55-degree weather. It's not uncommon for the architectural masterpiece of a ticketing lobby to be blocked off to foot traffic, but filming notices plastered all over the walls—and the occasional glimpse of a trench-coated Joss Whedon zipping through the Waiting Room—created quite a buzz around the railway hub. "Does anybody know what Joss Whedon is filming at Union Station?" one quizzical Twitter user posited to the world.

In fact, the main unit had arrived for one of the first on-location shoots for the then-very-mysterious pilot. Filming began on January 30, 2013, and Executive Producer Jed Whedon was quite proud the production was able to film in a new, mural-adorned escalator atrium. "We shot on the east side of Union Station, which has never been shot before," Whedon says. "It's this epic space, and I think we got to show it off in a really cool way."

The location schedule was ambitious. "We shot four days at Union Station and did a thousand stunts," Executive Producer Maurissa Tancharoen says. To save time, the main unit, under the watchful eye of pilot Director Joss Whedon, would film indoors. Meanwhile, Executive Producer Jeffrey Bell, acting as a second-unit director, would lead another crew outdoors. "I think one of the most important elements that we've had to our advantage is the amount of prep time that we had to get prepared for the days of shooting," Producer Garry A. Brown explains. "Even with the lower budget that we have on this television pilot, we really have taken the prep time and used it to our advantage."

The meat of the climactic sequence filmed at Union Station involves J. August Richards' character, Mike Peterson, in the midst of a really lousy day. He's forced into combat when Skye literally kicks off a fight with a few very prickly dudes.

"One of the most important things on this show that Joss wanted to see were actual stunts or actual movements," pilot Stunt Coordinator Garrett Warren says. "A lot of the effects that you see in the camera are actual people thrown through the air, hitting stuff, and doing the stunts for real." The stunt team used ratchets and air systems to catapult Peterson's combatants through the air and into a fully loaded luggage cart.

"Again, it's a little bit unusual that we would be doing the enormous amounts of rigging for these type of action pulls of the stuntmen that are created by this superhuman character," Brown says. "We did have the time to prepare for a sequence like that, and that preparation time allowed us to take it to the next level."

The sequence comes to a head as Peterson falls five stories from a balcony into a ticket kiosk. The fall consisted of two parts: a stunt double free-falling into an airbag below, and the ticket kiosk blowing up, which was composited into the shot later.

The high fall went off without a hitch, but the special effect of the kiosk collapsing proved a little more difficult. "We had a kiosk that broke us, while we were trying to break it," Jed Whedon says.

"It took a while for the kiosk to actually break, but we got there," Tancharoen adds.

"And a little side note: When you jump over a building, when you stop, your balls don't stop," Jed Whedon chimes in.

"That's something we learned from the stuntman," Tancharoen concurs, laughing. "Keep that in mind, fellas. If you're doing a high fall, lock it up."

Maurissa Tancharoen, Jed Whedon, Joss Whedon, and Jeffrey Bell on location at Union Station.

Los Angeles' architectural marvel, the Union Station Waiting Room.

Concept art for the kiosk destroyed by a free-falling Mike Peterson.

WRAPPING THE PILOT

With 11 days of filming completed, the crew shot one last day—Sunday, February 11, 2013—in Los Angeles to accommodate the schedule of actress Cobie Smulders, who was working full-time on the sitcom *How I Met Your Mother*. Her character, Agent Maria Hill, had to re-introduce Agent Phil Coulson to the world—and to tease the mystery behind his resurrection with another special guest star, Ron Glass. Glass—known to many for his role as Detective Ron Harris in *Barney Miller* but familiar to most Whedonites as Shepherd Book in *Firefly*—agreed to spend a day on the show playing Dr. Streiten. Harris would be instrumental in establishing the mystery of Coulson's resurrection and would later reprise the role in episode 111, "The Magical Place," as Coulson begins to unravel the truth.

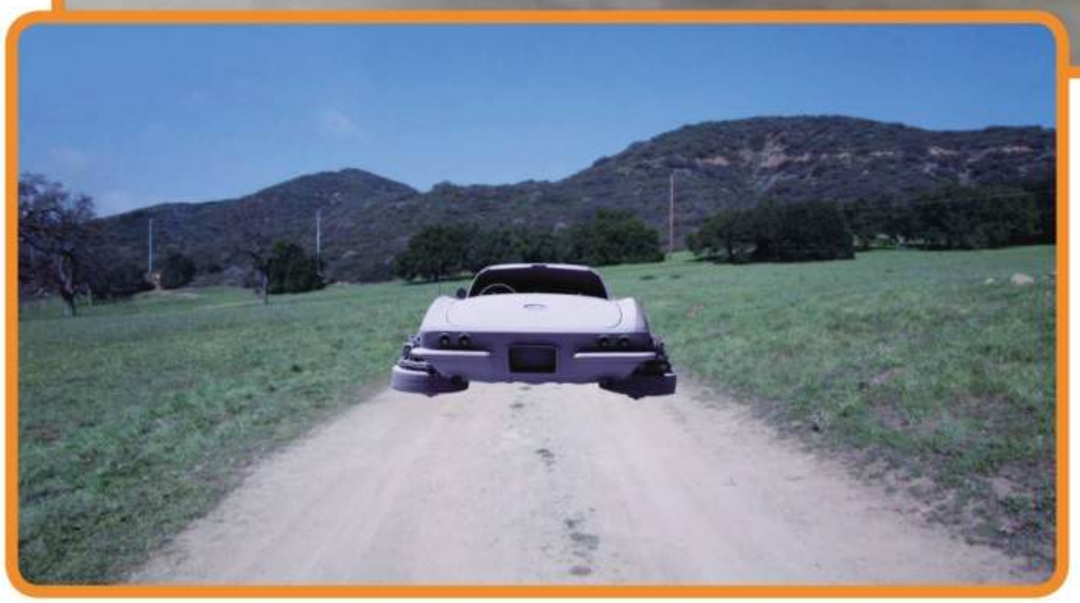
As the final shots of the pilot were crossed off, groups gathered for photos in front of the S.H.I.E.L.D. logo adorning the set's elevator-lobby wall, and in front of Maria Hill's station in the tactical command center. As everyone said goodbye and parted ways that Sunday, the show's future beyond the pilot was uncertain.

But by May 2013, ABC had confirmed the show. A first look would air just a couple weeks later on May 12. And along with the start of production on the first season (12 episodes, in addition to the pilot), a major international marketing push launched with the stars of the show front and center. Print ads, billboards, and TV spots in a wide variety of languages would flood the world to build anticipation for the series debut on September 24.

Cobie Smulders has also portrayed Maria Hill in *Marvel's The Avengers* (2012), *Captain America: The Winter Soldier* (2014), and the upcoming *Avengers: Age of Ultron* (2015). **Inset**: Hill as depicted in the Marvel comics.

581 PCE

Lola takes flight though a combination of location and set photography involving a scissor lift and greenscreen, and computer animation.



MARVEL
AGENTS OF
S.H.I.E.L.D.

abc
TUESDAYS THIS FALL

TUESDAYS 8

4003 CTV

MARVEL
AGENTS OF
S.H.I.E.L.D.

Elements of the series' worldwide marketing campaign.

MARVEL
AGENTS OF
S.H.I.E.L.D.
TUESDAY
8
CTV
astral
MARVEL
AGENTS OF
S.H.I.E.L.D.
TUESDAYS 8
CTV

00:00 42:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 07_17_13

MISSION END: 07_29_13

MISSION TRANSMISSION: 10_01_13

0-8-4

Written by Maurissa Tancharoen & Jed Whedon & Jeffrey Bell
Production Dates: July 17, 2013 – July 29, 2013
Original Airdate: October 1, 2013

Mission Briefing

Skye is officially made a member of Coulson's team as a consultant, just in time for an investigation into an "0-8-4" (object of unknown origin). The team arrives in Llactapata, Peru, where mysterious alien tech coveted by many has been discovered in a 500-year old Pre-Incan temple. Camilla Reyes, an old acquaintance of Coulson's, is in the midst of an ambush of rebel forces attempting to gain control of the 0-8-4. Coulson's team steps in to save Reyes and bring the 0-8-4 into S.H.I.E.L.D. custody. But Reyes' intentions prove deceitful when she plots to steal the 0-8-4's power for her own—30,000 feet in the air.

Field-Op Notes

• Flight control designates the Bus call sign as "S.H.I.E.L.D.-616"—a nod to Earth-616, the mainstream continuity of the Marvel Comics Universe.

• First mention/appearance of the Slingshot, a top-secret S.H.I.E.L.D. facility where potentially dangerous materials and weapons are disposed of by rocketing them into the sun.

Running Behavioral Observations

• "Tahiti: It's a Magical Place." – 1
• Fitz and His Monkey – 1

THEIR FIRST MISSION

The season's second episode introduced several concepts to the TV world of S.H.I.E.L.D.: the Slingshot, Coulson's past loves, and 0-8-4s. But the episode's most significant goal was to bring together Coulson's team.

When Camilla Reyes and her soldiers capture the Bus, Skye and the agents are tied up and forced to work as a team for the first time. The headstrong Ward, who remains convinced he works better alone, can't just fight his way out of the situation. Fitz-Simmons, both still used to the comforts of their controlled lab environment, can't devise a technical solution. And May—well, she's knocked out, otherwise she'd probably have a great plan. Meanwhile, Coulson is separated from his team and can't command them.

Alone, none of them has the ability to retake the plane—but together, they each hold a piece of the solution. Although just the first step in the progress audiences would witness throughout the season, "0-8-4" was a crucial rung for Coulson's team.

S.H.I.E.L.D. PROFILE

POSITION
PROPERTY MASTER

PAST MISSIONS
24 (2001), *Justice* (2006), *Chuck* (2007), *American Horror Story* (2012)

ASSET DETAILS
Scott Bauer is the keeper of all things gadget for *Marvel's Agents of S.H.I.E.L.D.* Tasked with the conceptualization, design, assembly, and management of every prop seen in the show, Bauer is responsible for everything from 0-8-4s to the characters' high-tech weaponry—even Coulson's spy-gear watches and Simmons' academic glasses. From the strange to the fantastic, Bauer is able to create anything and everything in a short amount of time for the fast-paced production.

NAME:
BAUER, SCOTT

READY, SET, GO! BUT FIRST...

Just three days into production on "0-8-4"—on Thursday, July 19—the main cast and Executive Producers Jed Whedon and Maurissa Tancharoen, took a bus from their studio to the 2013 San Diego Comic-Con to unveil the pilot to thousands of screaming fans.

Marvel's Agents of S.H.I.E.L.D. was one of the massive convention's centerpieces. Banners with the S.H.I.E.L.D. logo hung around town, and the San Diego Metro Trolley received a full S.H.I.E.L.D. makeover.

In true Beatlemania fashion, Clark Gregg—now a hero of Comic-Con—was escorted with the rest of the actors through back entrances from destination to destination, often stopping for quick photos and autographs with nervous and appreciative fans. During the *Marvel's Agents of S.H.I.E.L.D.* panel, the audience received a surprise. They thought they would meet the cast and crew in person, and see a clip of the pilot—the usual convention fare. But the fans got more: They were treated to the 42-minute show in its entirety.

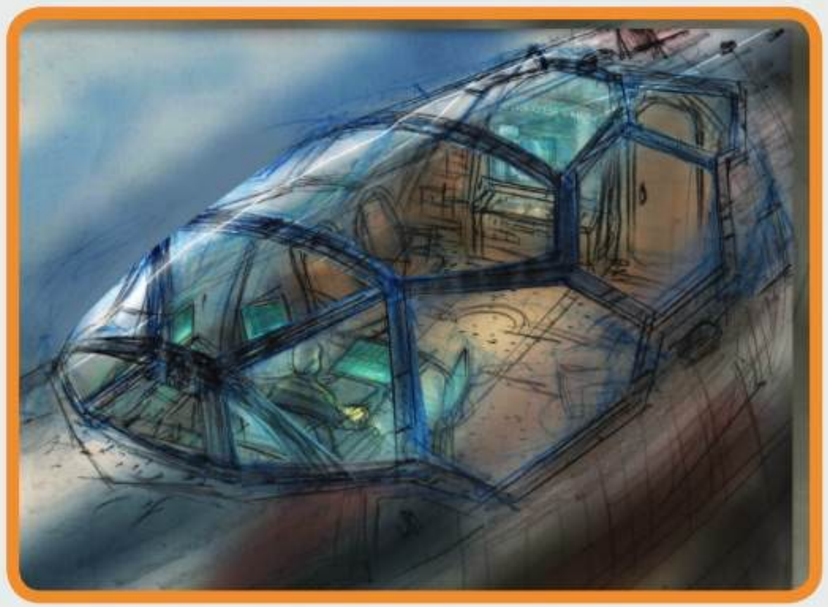
The pilot's public debut was a relief for the cast and crew, who had kept a tight lid on all details until that point. And more relief came with the packed ballroom's thunderous applause. Shot nearly six months prior, the show was finally out in the world, and the fans loved it.

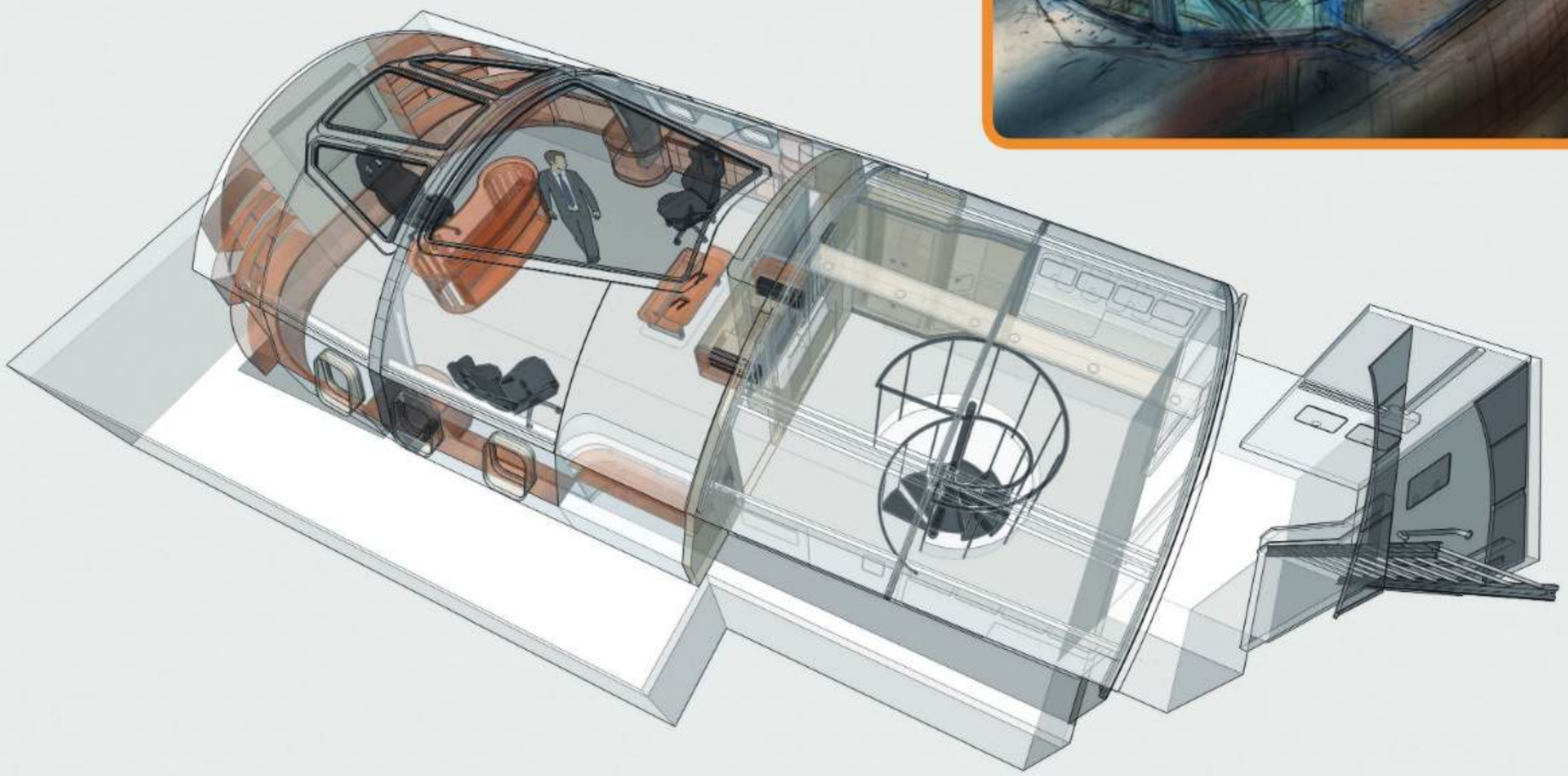
Though their schedule in San Diego had been demanding, the cast would all later reflect that meeting the fans and seeing the excitement for the show gave them a burst of energy and cemented the bonds between them. The cast returned to "0-8-4" invigorated.

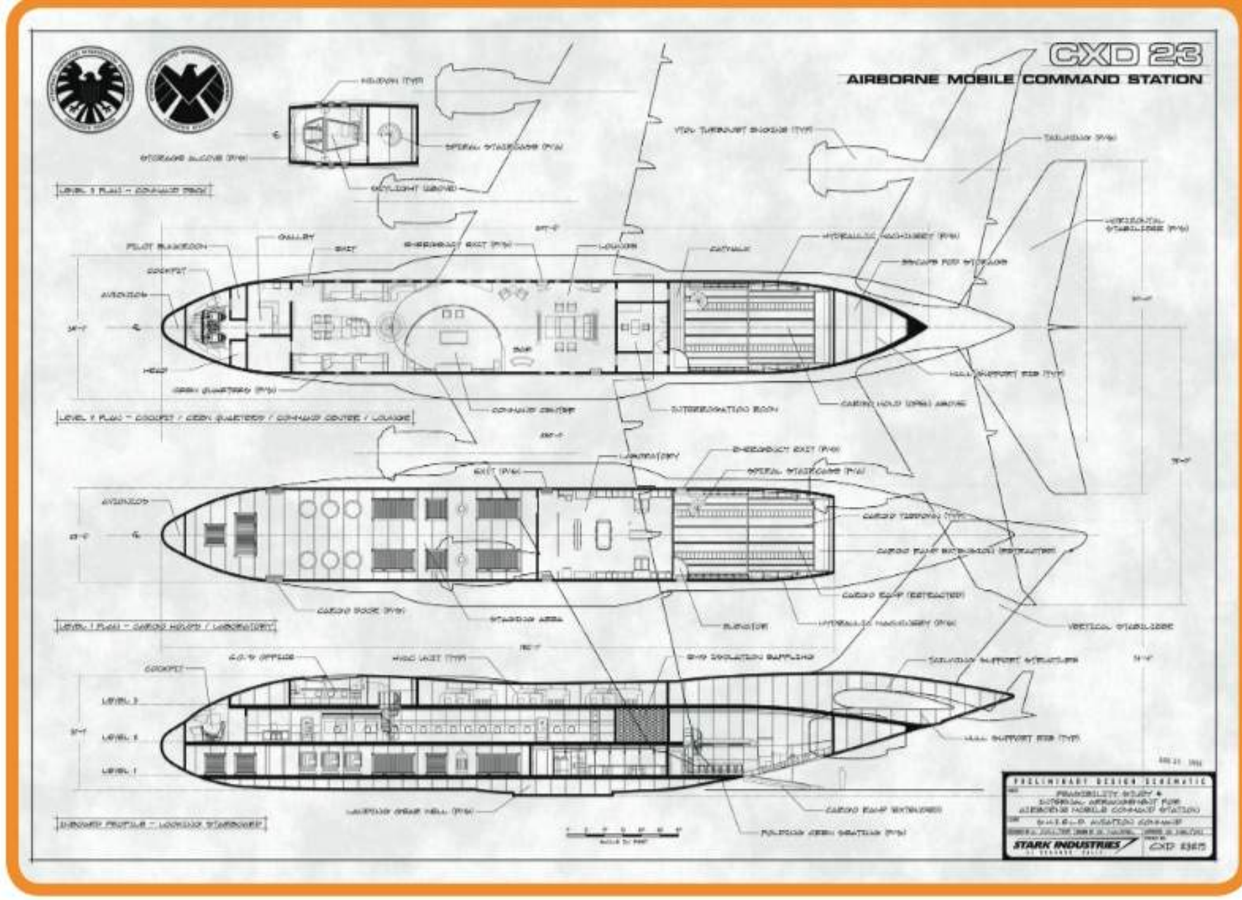
And they would need that energy for the physical production waiting for them back in Los Angeles.

Left to Right: Joss Whedon, Clark Gregg, Ming-Na Wen, Brett Dalton, Chloe Bennet, Iain De Caestecker, Elizabeth Henstridge, Jeffrey Bell, Maurissa Tancharoen, Jed Whedon, and Jeph Loeb.

Bird's-eye view of Coulson's office, with original skylight concept inset (Allen Coulter).
Opposite Page: Coulter's SketchUp rendering.







Clockwise from Top Left: Art Department medals seen on a shelf in Coulson's office; die-cast models of Lola and the Bus, both created and photographed by model maker Paul M. Newitt; and Art Department blueprints seen behind Coulson's desk.

BUILD IT UP THEN BLOW IT UP

Between the pilot and "0-8-4," the production-design team was able to make some modifications to the primary sets. The laboratory and loading dock were spruced up with new flooring and equipment. In the command center/lounge, new light fixtures were added, and other slight modifications were made. As Production Designer Gregory Melton explains, the turnaround for building the sets on the pilot was so fast certain details had to be sacrificed.

"We never got to the emergency doors," Melton says. "We said, 'We'll get them when we got to series.' So that was one of the first things that we did. If you walk on the top of the plane, there's these three big emergency exit doors now."

Next door to the command center/lounge on Stage 14, a new set was constructed for Coulson's office, which would make its debut in "0-8-4." "I thought that Coulson should have a crow's nest," Melton says. "His own place at the top of the plane with a skylight. And the vibe there was very Captain Nemo. But where Captain Nemo had an organ, Coulson has his computers." Coulson's office was built atop a seven-foot platform to account for the spiral staircase leading down into the command center below. The set also doubled as Coulson's personal quarters with a bed that folds down from the wall facing his workspace. In a prototype version, the coffee table sank into the floor to make space for the bed, but that concept was scrapped.

Also prominently displayed in Coulson's office are some of his most valued collectibles: transistor radios, weaponry from S.H.I.E.L.D.'s past, even small-scale replicas of the Bus and Lola. Full-size reproductions of the blueprints to the Bus hanging behind Coulson's desk were offered to fans at the New York Comic-Con in 2013, just as the show was airing.

It's a good thing all those collectibles are secured for flight, because the Bus hits heavy turbulence in the episode's first few minutes. In Peru to investigate the appearance of an 0-8-4 (object of unknown origin), Coulson invites old flame Camilla Reyes on board the plane, unaware she covets the alien device for her own uses. Reyes takes control of the plane and holds Coulson's team captive. In an effort to reclaim the plane, Fitz-Simmons activate the 0-8-4. The Tesseract power within blows a tremendous hole in the hull of the Bus. The breach sucks Reyes' men out of the plane midflight while the heroes inside fight to get control of their ship.

The complex sequence was filmed in just one day on Stage 14. The Special Effects crew worked hand-in-hand with Set Construction and Visual Effects to supplement the sequence with intense stunt and wirework amid the chaos. A four-foot section of the hull's starboard side was rigged with a movable flat panel housing explosives and sparking wires. These flats are commonly completed only on the interior, giving the exterior the trademark wood-skeleton look seen on so many soundstages. But this flat was finished on both sides, allowing the crew to film the interior and exterior of the plane simultaneously during the explosion.

The pristine command center/lounge became a disaster area instantaneously. Wind machines and air cannons spewed debris through the

set as Brett Dalton executed elaborate stunt choreography requiring him to take out Reyes' men and strap down one of them using the lounge's seat belts. Chloe Bennet, Elizabeth Henstridge and Iain De Caestecker, tethered together, had to mime fighting the depressurizing cabin—though the massive air mortars and wind machines inside the set made the acting task just a little easier.

"The most important aspect to visual effects is not relying upon solely visual effects," Visual Effects Supervisor Mark Kolpack says. "What you want to do in this case is employ other people's talents. If you can do things real, do them real. Then enhance with visual effects."

Stuntmen were hooked to wire harnesses and pulled out from the gaping hole into the cavernous Stage 14, which was surrounded by a greenscreen subbing for the skies above Peru. Once outside the plane, they would be replaced by digital doubles in post-production.

Hours of shooting and post-production work came together in an exciting and ultimately fun sequence.

FURY APPEARS IN SECRET

While the production was shooting on location in Peru, a top-secret splinter unit remained at the studio to film a special appearance by a familiar character for the series' first end-credits "tag"—jokingly referred to as the episode's "Shawarma," a nod to the last-minute scene filmed for *Marvel's The Avengers*.

Just as it had in the Marvel Cinematic Universe, the tag would become commonplace for *Marvel's Agents of S.H.I.E.L.D.*, occurring just after the final act break and before the end credits rolled. The tag maintained tradition, but also provided the writers with an extra storytelling opportunity.

"We were going to have some guest stars, but one of the things that we wanted to do was create an expectation that you don't know what's going to happen," Executive Producer Jed Whedon says. "We didn't want to promote it, and we wanted it to be a moment where you think, 'If I tune in, I don't know when somebody is going to show up.'"

Nick Fury had appeared in the original Marvel tag, at the end of *Iron Man* in 2008, so it was only fitting that he would be a part of the inaugural tag for *Marvel's Agents of S.H.I.E.L.D.* The top-secret shoot took place in a matter of hours. The veil of secrecy surrounding Fury's appearance was reminiscent of the Iron Man cameo when even members of the primary cast and crew were unaware the shoot had taken place. And while the majority of the scene had been scripted, Coulson's fan-favorite line to "kill the fish tank" was Clark Gregg's ad-lib.

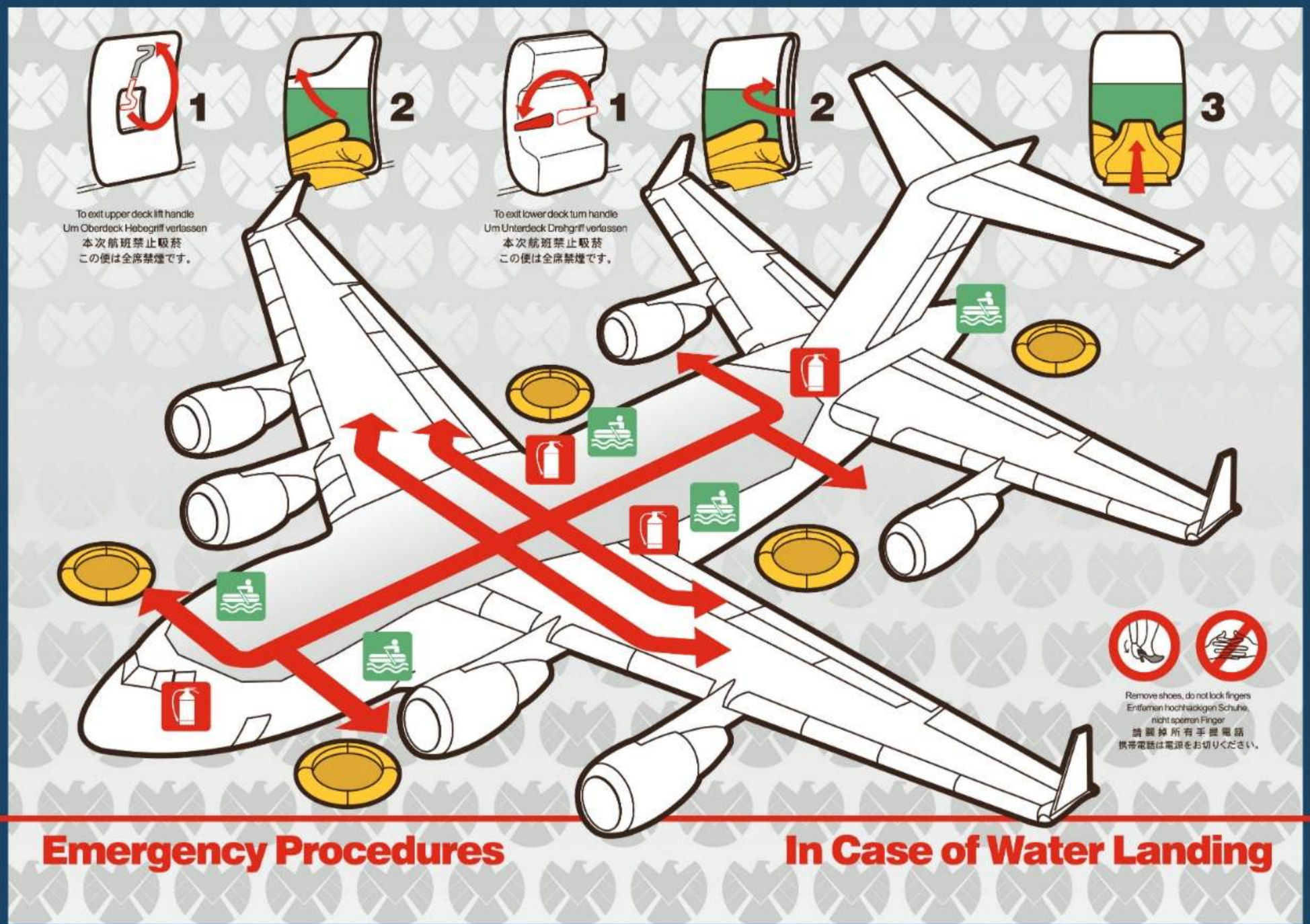
CXD 23
Airborne Mobile Command Station

Life Vest
(water landing only)

1

2

3



Emergency Procedures **In Case of Water Landing**

Crash Landing Position

1

2

3

Passengers should familiarize themselves with the safety devices aboard this CXD-23. In the event of a water landing—or a hull breach caused by an alien plasma weapon—inflatable rafts can be found overhead.

00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 07_29_13

MISSION END: 08_18_13

MISSION TRANSMISSION: 10_08_13

THE ASSET

Written by Jed Whedon & Maurissa Tancharoen
Production Dates: July 29, 2013 – August 18, 2013
Original Airdate: October 8, 2013

Mission Briefing

A covert S.H.I.E.L.D. transport is traveling through Sterling, Colorado, with precious cargo: a Canadian physicist named Dr. Franklin Hall. The S.H.I.E.L.D. convoy is ambushed, and Hall is taken hostage by kidnappers who seemingly have access to classified intelligence. Ian Quinn, an infamous CEO and Hall's former colleague, is responsible for the doctor's disappearance. Quinn has abducted Hall to finish research the two men had theorized in their youth: exploiting a rare and dangerous element known as Gravitonium. With Quinn's compound in Malta outside S.H.I.E.L.D.'s jurisdiction, it's up to aspiring field operative Skye to lead a rescue operation and bring Hall home. But does Hall want to be rescued?

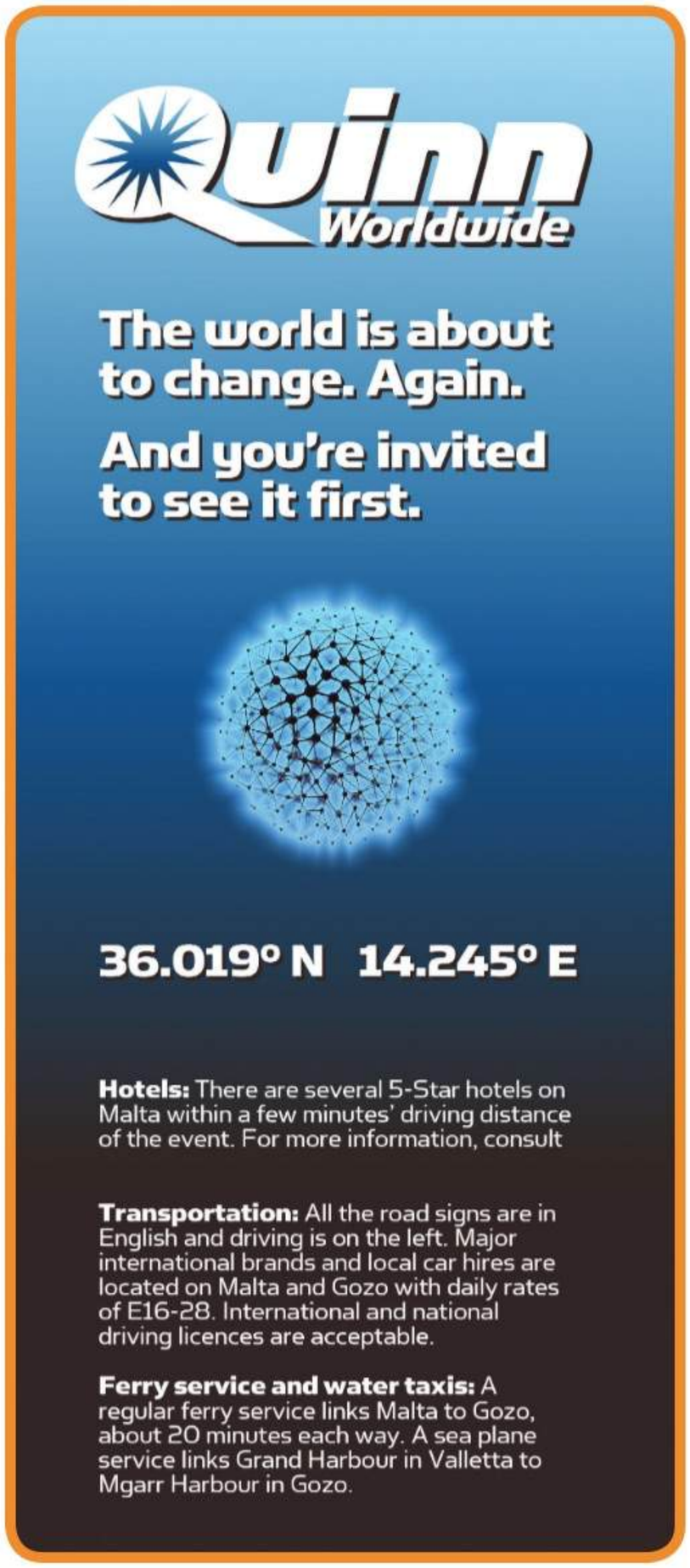
Field-Op Notes

• Coulson expresses disdain toward Director Nick Fury sacrificing his prized card collection during *Marvel's The Avengers*.

• First mention of the Fridge, a secure S.H.I.E.L.D. containment facility. Coulson orders the Gravitonium to be kept there off the books (not flagged for the Slingshot).

Running Behavioral Observations

• Fitz and His Monkey - 1



SENDING SKYE INTO THE FIELD

The third episode's title could refer to the kidnapped Dr. Franklin Hall, but Skye proves to be the true asset. When Coulson sends in Skye alone for her first undercover field mission, it's a true test of her value to the team. While Coulson believes she'll justify his faith, the rest of his team—and the audience—remains dubious of her true loyalties.

Skye infiltrates Quinn's secure compound, and we believe for an instant that she's about to betray S.H.I.E.L.D. and reveal to Quinn that the organization is onto him. And though Skye's plan succeeds, there are moments when the audience is left to wonder whether she's truly acting in S.H.I.E.L.D.'s best interests. It's a relief when Skye completes the mission and escapes—with a little help from Agent Ward, whose daring rescue is one of the first signs that he cares for Skye and wants to protect her.

When Coulson confronts Hall in his laboratory, Hall is willing to sacrifice himself to ensure that the increasingly unstable Gravitonium device doesn't fall into the wrong hands. But to Hall, the wrong hands are not only Quinn's but also S.H.I.E.L.D.'s.

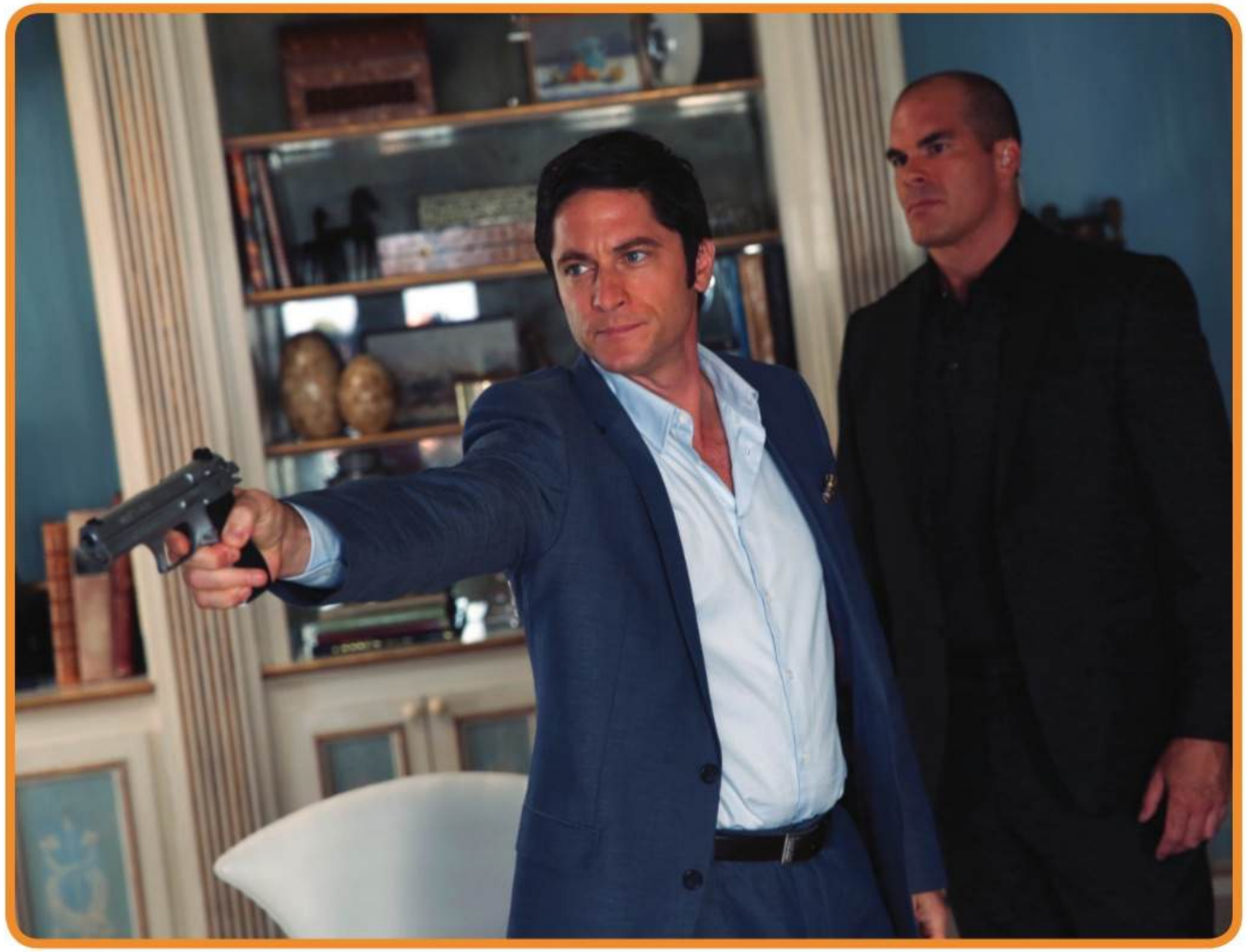
In Hall's eyes, S.H.I.E.L.D. is responsible for the Chitauri invasion in *Marvel's The Avengers*, for "experimenting with things that they can't possibly understand." Hall's line—and the episode—foreshadows revelations to come.

S.H.I.E.L.D. PROFILE

POSITION
VISUAL EFFECTS SUPERVISOR
PAST MISSIONS
Blade (1998), *Heroes* (2006), *No Ordinary Family* (2010)

ASSET DETAILS
Any shots that require work after physical production fall into the realm of the visual effects supervisor—so it's not uncommon to see Mark Kolpack running around during filming taking massive amounts of notes on what the camera is seeing and how, and even taking his own reference photography when needed. Kolpack breaks down each episode to determine what elements might require visual effects and works hand-in-hand with Visual Effects Producer Sabrina Arnold to ensure every shot is exactly what the producers, directors, and crew have visualized.

NAME:
KOLPACK, MARK



DAVID CONRAD

IAN QUINN

Handsome and roguishly charming, David Conrad's Ian Quinn oozes the corrupt CEO we love to hate from the moment we meet him in "The Asset." To his shareholders, he preaches that his endeavors and research of Gravitonium will benefit everyone. Under the guise of corporate innovation that he claims is being halted by the government and organizations like S.H.I.E.L.D., Quinn says his company is moving the world forward. His true motives are less altruistic.

A stage and TV veteran from shows like *Boston Public* and *The Ghost Whisperer*, Conrad savored the opportunity to play an entrepreneur who has chosen to be a part of Centipede and work with the Clairvoyant because it makes the most business sense. The character's actions are detestable, but Conrad's charisma is irresistible.

Quinn is instrumental in shaping the future of Coulson's team. His involvement is integral to Mike Peterson's transformation into Deathlok, and he's the gunman who puts two bullets into Skye's stomach—a moment that cements Quinn's coldblooded nature and loyalty to the Clairvoyant's cause.

DEFYING GRAVITY

In the comics, Dr. Franklin Hall first appears in 1977's *Avengers #158*. A lab accident grants the Canadian scientist the power to control gravity, and he becomes a constant foe of the Avengers and eventually a member of A.I.M.'s high council.

In *Marvel's Agents of S.H.I.E.L.D.*, Hall is kidnapped out of protective S.H.I.E.L.D. custody when his former colleague, the malevolent Ian Quinn, discovers an element that will complete the research the two began years before. The element, Gravitonium, combined with Hall's designs for a machine capable of harnessing its power, would allow them to alter the properties of gravity and change the world.

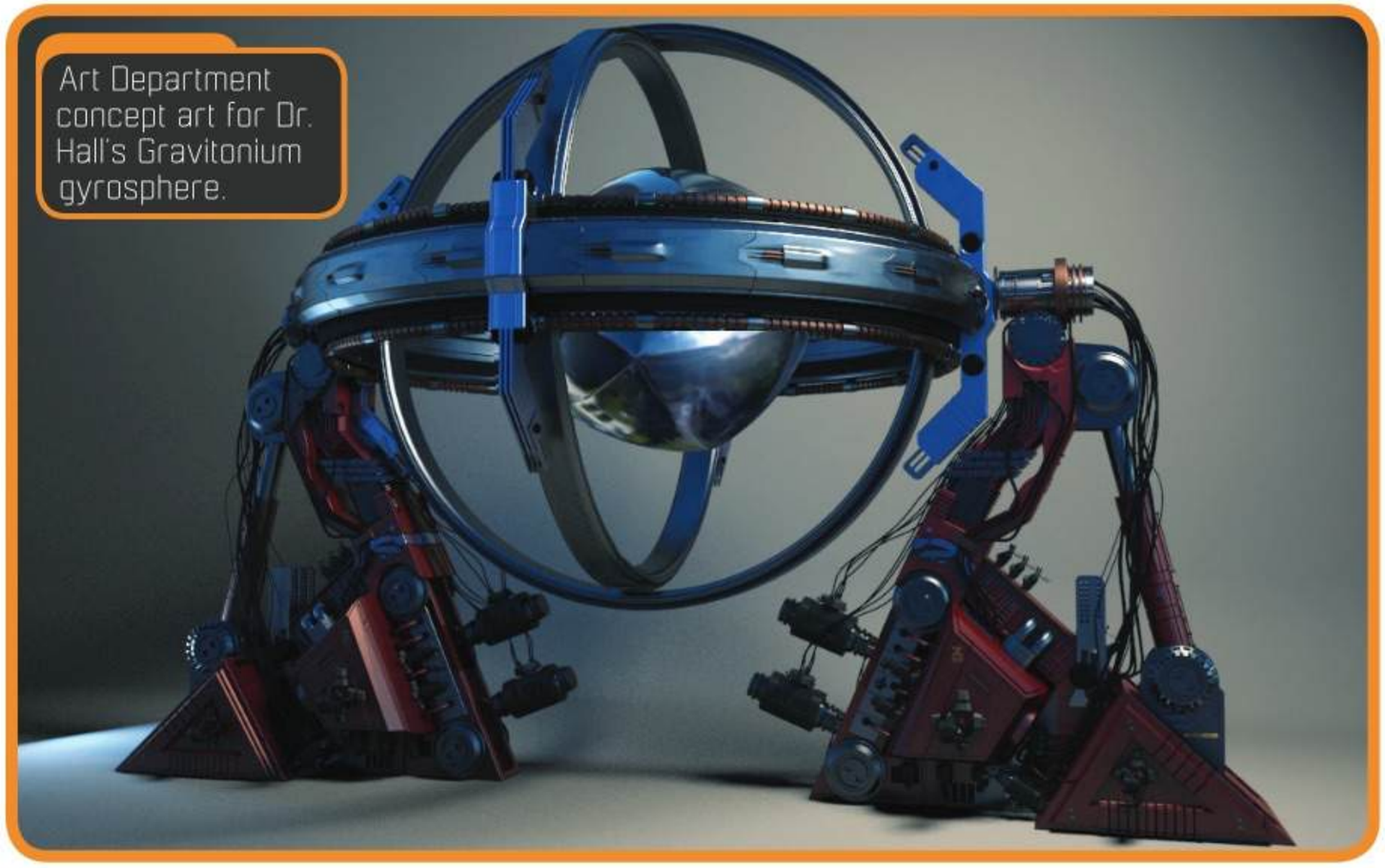
In late September 2013, the announcement that Ian Hart (*Finding Neverland, Bates Motel, Harry Potter and the Sorcerer's Stone*) would play Dr. Franklin Hall caused quite a buzz due to the character's comic-book past. Standing 5'7", Hart isn't quite the towering menace depicted in the comics, but Casting Director Sarah Halley Finn was drawn to the actor's intensity. "He's driven and ambitious," Finn says. "But not somebody who instantly for the audience is going to feel like, 'Oh, I know where this is going. He's bad.'"

The Hall seen in *Marvel's Agents of S.H.I.E.L.D.* isn't the villain of the comics, but neither is he the victim he initially appears to be. To gain access to the recently discovered Gravitonium, Hall elaborately planned his own kidnapping. Recognizing the element's corrupting power, however, he uses the equipment at Quinn's Maltese compound to destroy the giant gyroscope built to harness the Gravitonium.

In the process, he sacrifices his own life, falling into the Gravitonium field. But is this the last that we've seen of him?

Graviton as seen in the Marvel comics. **Left**: Ian Hart as Dr. Franklin Hall.

The gimbal, aka "roundy-round."



Art Department concept art for Dr. Hall's Gravitonium gyrosphere.

ROUND AND ROUND

While Dr. Franklin Hall and Ian Quinn have discovered an element capable of bending gravity to their will, Hollywood still must resort to practical magic to allow actors to walk on walls and ceilings. The production team built an enclosed set in the midst of a giant gimbal—affectionately nicknamed a "roundy-round"—and worked alongside the Special Effects team to create the gravity-shifting illusions that occur in Hall's laboratory. The camera and crew remain earthbound, looking into the rotating gimbal at its axis, while the entire set turns 360 degrees around the camera lens. The roundy-round is a tried and true method of creating the illusion of anti-gravity, and was famously employed by Fred Astaire in the film *Royal Wedding* as he dances on the walls and ceiling because he's fallen in love. In fact, the particular rig used by the crew was built for a TV commercial recreating Astaire's dance.

Production Designer Gregory Melton and his team had only eight days to build the 20' x 24' set—which required all furniture, light fixtures, props and other objects to be locked down to ensure they remained in place when the gimbal rotated. Cabinets were fitted with locking mechanisms. Light fixtures were specifically chosen to be stationary rather than hanging. And Hall's workstation at the center of the room was reinforced to prevent it from crashing 22 feet to the ground below.

The rest of the "gravity chaos," as it became known to the production, was computer-generated. While Clark Gregg and Ian Hart were walking on the ceiling and looking at the Gravitonium gyrosphere, they were staring at a green-screen window to be filled in later by Mark Kolpack and his Visual Effects team.

FuseFX's Ignacio Garceron was among the artists responsible for modeling Hall's gyrosphere. "One of the things that I think makes his stuff look so great is that he has a degree in mechanical engineering," Kolpack says. "So parts have a purpose. Parts aren't there that don't have a functionality to them." The final animated gyrosphere was a menacing device surrounding a mass of liquid Gravitonium that would have to swallow Dr. Hall whole as he fell into it. The final shots of Hall were filmed at high speed from a towering technocrane looking down as Ian Hart fell into a stunt pad covered in bluescreen. Hart would slowly be replaced with a digital double as the liquid metal surrounds his body and face, literally consuming the doctor with his life's work.

00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 08_20_13

MISSION END: 08_29_13

MISSION TRANSMISSION: 10_15_13

EYE-SPY

Written by Jeffrey Bell
Production Dates: August 20, 2013 – August 29, 2013
Original Airdate: October 15, 2013

Mission Briefing

In Stockholm, Sweden, a former S.H.I.E.L.D. agent named Akela Amador ambushes 55 men, walking away with a case full of diamonds. It's just one of the millions of dollars worth of diamonds she's stolen around the world. Coulson's team tracks Amador to Minsk, Belarus, where they discover she has a micro-transceiver implanted in her eye and is being controlled remotely by an unknown entity. But Amador has already exchanged the diamonds for a key card that will grant her access to a secure compound. Fitz-Simmons are able to hijack Amador's eye-camera feed, and Ward infiltrates the compound in her place. Inside, Ward discovers a chalkboard filled with a strange language that might not be of this Earth.

Field-Op Notes

• Coulson says Amador disappeared while leading a raid on "one of Vanchat's gulags"; this is the same Vanchat whom Maria Hill mentioned was selling Chitauri tech in the pilot.

Running Behavioral Observations

• Playing Games on the Bus - 1

MENTORSHIPS: PAST AND PRESENT

The theme of mentorship is prevalent throughout the first season of *Marvel's Agents of S.H.I.E.L.D.* Skye learns from Coulson, Ward learns from Garrett, and even Fitz learns from Ward. In some cases, the mentorship results in the individual's betterment; in others, it is a step down a dark path.

"S.H.I.E.L.D. is a spy organization, and there's something to be said about an individual who abandons their personal life and joins a super-secret organization that lives in the shadows," Executive Producer Maurissa Tancharoen says. "So the concept of still having someone who is a mentor, someone who is taking care of you, I think helps with the feelings of being isolated from the rest of the world, society, and also the fact that they all have to live these compartmentalized lives. It's just a basic human need which just goes back to a lot of the things that we like the show to talk about."

In "Eye-Spy," we're introduced to Akela Amador (Pascale Armand), a former protegee of Coulson's. Instantly, striking comparisons can be drawn between the Coulson/Skye and Coulson/Amador relationships.

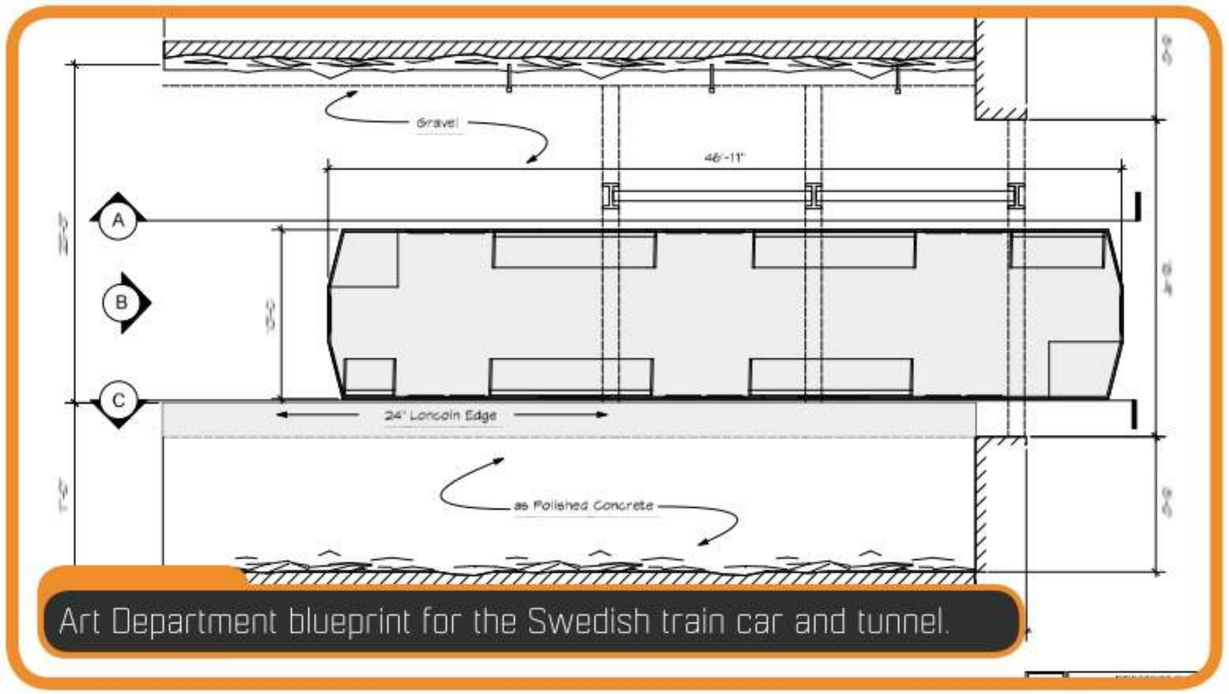
Coulson explains that Amador was talented and smart but didn't "play well with others"—despite Coulson's efforts to instill teamwork. Much like Mike Peterson, Amador wants to be a good person but falls prey to the manipulations of others.

"It's important that you shape people with the right attitude," Executive Producer Jed Whedon says. "Coulson's very focused on that from the get-go. He's talking about how he never thinks of Mike Peterson as a monster. He thinks of him as a man. And that as his focus is sort of the center of the show. It's so important that people have their heart in the right place, or else things can go very badly very quickly."

Coulson has seen Skye exhibit behaviors that appear to show she's a team player. And in this episode, we see her continue to bond with Ward—someone else who doesn't play well with others. In this case, he needs Skye to act as his handler because of the hastily constructed, untested backscatter technology he's wearing.

But the situation is complicated when Coulson demonstrates his willingness to risk the safety of his entire team to apprehend Amador. May disputes his decision, causing friction between the two senior agents. But when Coulson is in danger, his teammates risk their lives to save him—and again later, to rescue Skye.

"Eye-Spy" also plants the seeds for the bigger machinations behind the curtain as we see Amador being controlled by an unseen string-puller we'll come to know as "The Clairvoyant."



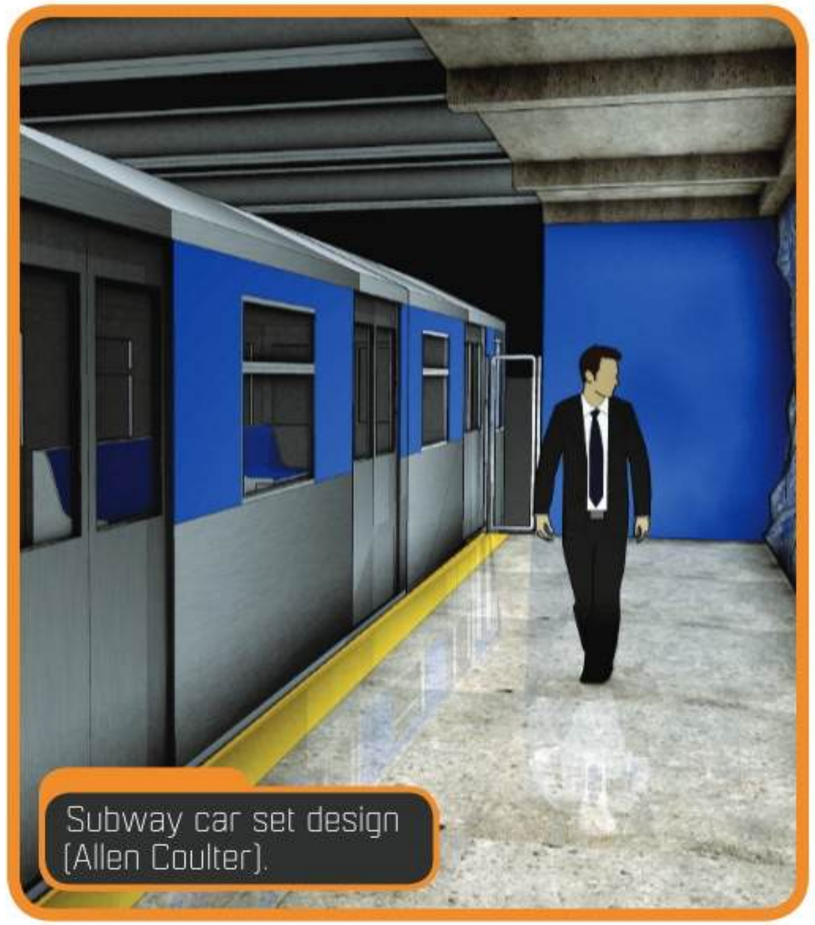
Art Department blueprint for the Swedish train car and tunnel.

SHOOTING IN STOCKHOLM

The high-energy opening to "Eye-Spy" would again showcase S.H.I.E.L.D.'s global reach with a visually striking sequence set in Sergel's Square. The vast Square in Sweden's capital city is home to theaters, banks, a large underground mall, and the T-Centralen metro station in which we first witness Akela Amador's skills.

The splinter unit traveled to Sweden in mid-September to film the sequence, which begins with a group of red-masked businessmen walking through the square, all with briefcases handcuffed to their wrists. Amador tracks them into the underground metro. Coulson's team finds Amador thanks to the crowd-sourced Instagram photos taken by strangers in the square—many of whom were real-life Swedish pedestrians and bystanders caught by surprise by the filming. Photographs from the shoot spread like wildfire across movie and TV news blogs, giving audiences their first glimpse of the episode.

The weekend shoot would set up scenes that were then filmed back in Los Angeles, where a section of the underground metro tunnel was recreated on Stage 16. In just two days, the Production Design team created a 15-foot-tall tunnel spanning more than 60 feet—the length of at least two subway cars. A full subway car was brought onto the stage for filming. Accurate Swedish subway cars are difficult to come by in Los Angeles, so the Production Design team had to settle for a New York City subway car that they then plastered with Swedish advertisements and signage. Specifically built for filming, the car could be split down the center, allowing the production to take out one half while filming the opposite side.



Subway car set design (Allen Coulter).

S.H.I.E.L.D. PROFILE

POSITION
CASTING DIRECTOR

PAST MISSIONS
Iron Man (2008), *Iron Man 2* (2010), *Thor* (2011), *Marvel's The Avengers* (2012), *Iron Man 3* (2013)

ASSET DETAILS
She was there from the very beginning, when Robert Downey Jr. proclaimed he was Iron Man. Sarah Halley Finn is responsible for ensuring the right actor is chosen for each and every role. Working alongside Casting Associate Tamara Hunter on *Marvel's Agents of S.H.I.E.L.D.*, Finn is often running auditions and compiling lists of potential actors the moment scripts are available. She works with the executive producers and director of each episode to match the personality traits and characteristics of each character to the right actor.

NAME:
HALLEY FINN, SARAH

BACKSCATTERED

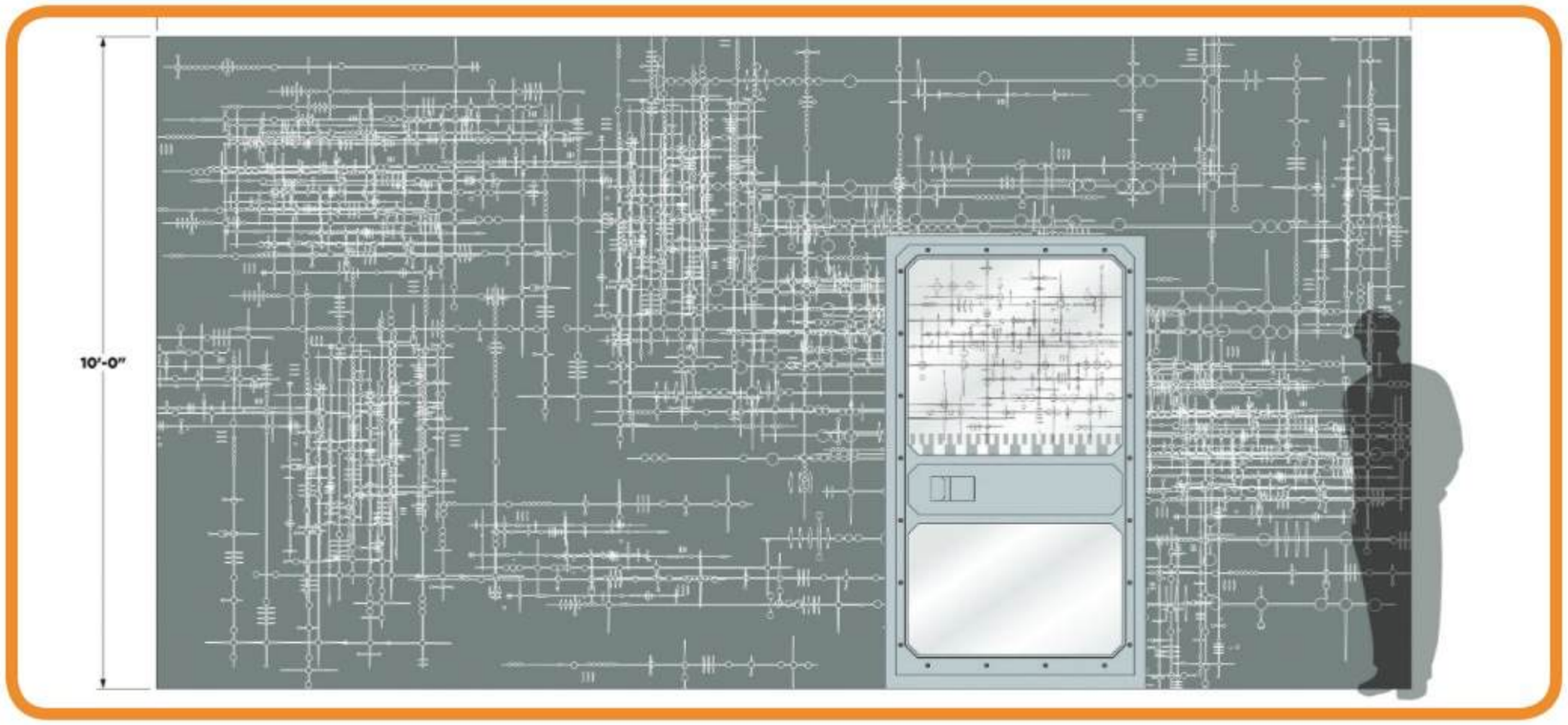
Akela Amador's ocular implant employs backscatter X-ray technology, widely used in airport security worldwide to perform full-body scans. Visual effects would be needed to create Amador's point of view through her implant and Ward's through his hastily assembled glasses.

Visual Effects Supervisor Mark Kolpack and his team studied reference photography and initially thought they could accomplish a similar result by dressing the actors in morphsuits—one-piece spandex bodysuits that cover an actor from head to toe, available in a variety of colors that are easily removable in post-production. The suits render the details of the human form invisible, leaving only the outline of the body—a look similar to how a person appears in backscatter photography.

The next challenge was capturing the technology's ghosting effect on clothing, rendering the fabric invisible and leaving only the outline.

"So I said, let's get a clear raincoat," Kolpack recalls. Worn over the red morphsuits, the plastic raincoats would perfectly simulate a clothed human body in backscatter photography. Kolpack tested the effect by shooting a sample with Post-Production Coordinator Daniel Spilatro wearing both a morphsuit and raincoat. "And it freaking worked," Kolpack says. "It was great because you were able to see through the plastic, but yet the form was able to be manipulated. So the Costume Department then made costume pants, custom jackets—all in clear plastic. We had all these stunt guys of all shapes and sizes in morphsuits, which was hilarious."

Stuntmen film the backscatter effect. **Left**: Production Coordinator Daniel Spilatro stands in for a backscatter test.



WHAT WAS IN THE ROOM?

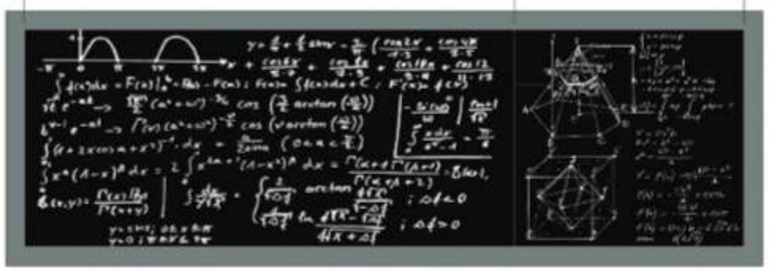
The Clairvoyant needs Amador to infiltrate the Todorov Building and retrieve intelligence—specifically, the scientific research secured there. It is a portion of this research that Ward finds on a chalkboard after tracking Amador. But what do the strange alien writing, formulas and hieroglyphics mean?

Fan speculation ran rampant, with several websites attempting to decipher the text. Many believed it to be the language of the alien Skrull race, but the strange writing's purpose would remain a mystery for the duration of the first season.

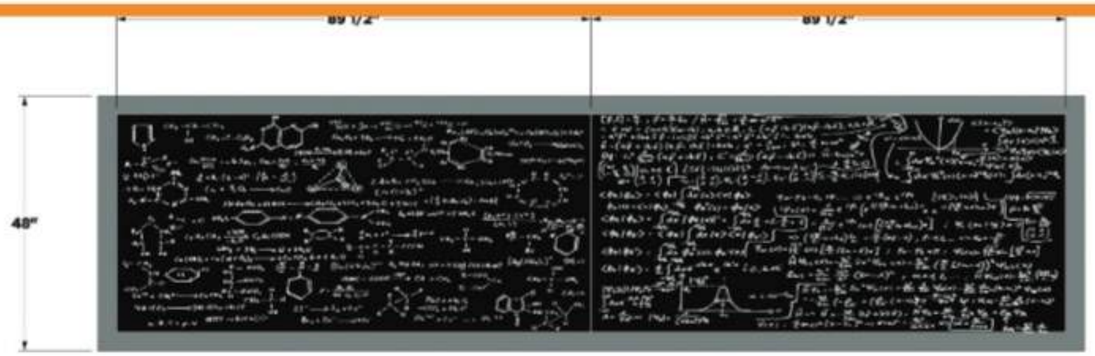
Comic-book letterer and cartoonist Chris Eliopoulos provided the font used as the basis for the alien language.

A

Art Department reference for the alien writing and formulas that appear in both "Eye-Spy" and "End of the Beginning."



B



D

00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 08_30_13

MISSION END: 09_11_13

MISSION TRANSMISSION: 10_22_13

GIRL IN THE FLOWER DRESS

Written by Brent Fletcher
Production Dates: August 30, 2013 – September 11, 2013
Original Airdate: October 22, 2013

Mission Briefing

A mysterious woman named Raina takes Hong Kong native Chan Ho Yin captive to dissect the origins of his pyro-kinetic abilities for her own ends. Meanwhile, S.H.I.E.L.D. learns the kidnappers located Chan through information stolen during a hack by Rising Tide member Miles Lydon, a former acquaintance of Skye's. Lydon reveals he sold the information to Raina and her organization, Centipede. Thanks to Centipede, Chan now possesses powers far beyond imagination. And thanks to Chan, Centipede holds a key genetic element to tame the combustion problem with the Extremis in previous iterations of super-soldier experimentation.

Field-Op Notes

- First mention of "The Index," a short list of individuals with special abilities S.H.I.E.L.D. is monitoring.
- Introduction of "The Clairvoyant," the mysterious figure who seems to be calling the shots for Centipede.

Running Behavioral Observations

- Raina's Flower Dress of Choice: Black
- Playing Games on the Bus - 1

ENTER THE CLAIRVOYANT

The episode "Eye-Spy" introduced us to a larger conspiracy that threatens S.H.I.E.L.D. and the entire world. "Girl in the Flower Dress" begins weaving all the threads together, tying them back to Centipede and the mysterious Clairvoyant. For this episode, the creative team took a gamble and focused the story outside the main characters.

Chan Ho Yin landed on S.H.I.E.L.D.'s "Index" because of his untapped pyrokinesis, which Raina wants to help him strengthen and use. But Raina is actually interested in using his DNA to help Centipede create an army of super-soldiers. Raina expertly manipulates Chan, by renaming him "Scorch" and playing to the narcissism that ultimately is his downfall. But the purpose of Centipede's army remains mysterious.

The episode also introduces Edison Po (Cullen Douglas). In an earlier draft, the end tag showed Raina meeting Ian Quinn in Washington, D.C., revealing the latter's association with Centipede. But the producers and writers decided it might be too early to expose Quinn's connection to the organization, so they created Po. "Quinn's kind of a sane guy, to a certain degree," writer and Supervising Producer Brent Fletcher explains. "Whereas Po is a little creepy. You just want no part of that dude."

The story's focus returns to Coulson's team to reveal a new tension: Skye's past. Skye deceives her teammates and meets with a secret flame named Miles (Austin Nichols). "A girl like that, who has lived on her own, has to have somebody," Fletcher explains. When Skye is caught, she and Coulson exchange heated words. "You see tears in her eyes, and she's really sad that it came to this point and really regrets it because she wants to be a part of the team. He's angry at her, but there's this underlying bond between the two of them which is something that's been a real go-to for us ever since. I think that relationship is a real underpinning of the show," Fletcher says.

RUTH NEGGA

RAINA

Dublin, Ireland's Ruth Negga, the actress behind the mysterious "Girl in the Flower Dress," almost ended up in the lab side-by-side with Fitz. "She read for Simmons in London, and we loved her for that," Casting Associate Tamara Hunter explains.

"I think everybody knew that Ruth was really special," Hunter says. "So there was hopefully going to be something for her." The casting team knew Negga was perfect for the role of Raina when it came up.

Perpetually calm and collected, Raina is an incredibly intelligent asset in Centipede's plans. Fascinated by those with powers, she uses her guiles to get her way—and the Clairvoyant's.

Regarding the significance of her flower dresses, Executive Producer Maurissa Tancharoen coyly suggests to stay tuned. "You'll find out in Season Two," she says.

"And it turns out that she just really likes flower dresses," fellow Executive Producer Jed Whedon teases.

S.H.I.E.L.D. PROFILE

POSITION
SPECIAL EFFECTS SUPERVISOR

PAST MISSIONS
The Shield (2004), *Heroes* (2006), *Sons of Anarchy* (2012)

ASSET DETAILS
While Mark Kolpack and his crew contribute their wizardry after filming, Gary D'Amico and his team are responsible for on-set effects. From the practical fire elements in "Girl with the Flower Dress" to explosions, wind machines, and floating rats, D'Amico and his team of experts make the impossible happen. Most of their work requires weeks of preparation for only a few seconds of screen time, but the results are explosive.

NAME:
D'AMICO, GARY

PLAYING WITH FIRE

To show off Scorch's fiery abilities—while keeping the visual realistic—the Visual and Special Effects teams opted to employ a combination of two techniques. First they filmed practical fire elements against a black background. Then they accentuated those elements digitally.

Elements within the Centipede lab were filmed on set with the actors reacting to interactive lighting. As Scorch would conjure a fireball and send it hurling toward the camera, LED lights would travel the path of the fire to provide the necessary glow for the effect that would be added later.

Back at the studio on Stage 16, Visual Effects Supervisor Mark Kolpack and Special Effects Supervisor Gary D'Amico then filmed the fire elements: plumes erupting from a "fire drum," a sheet of metal lit with an oversized blowtorch; burning synthetic hair on a blue mannequin head to double for Debbie, whom audiences might recognize as Mike Peterson's Centipede doctor in the pilot; and a petroleum-based boulder attached to a zip-line that sailed from one end of the soundstage to the other, doubling for Scorch's Centipede-fueled fireballs.

The crews lined up their cameras to an identical height and position as those that had filmed the actors earlier in the week. A digital technician laid the petroleum boulder over top of the live-action footage of Scorch. The live composite ensured the boulder's movement and trajectory would be identical to the invisible fireball imagined earlier.

Kids, don't try this at home: The petroleum boulder was covered in oil, gasoline, and other accelerants that allowed it to burn bright and fast. The fire surrounding the boulder was so intense a drum of dry ice was used to extinguish it at the conclusion of filming.

The Visual Effects team then enhanced the practical elements with fire simulations and composited them into the frame in post-production to create the final effects.

FZZT

00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 09_12_13

MISSION END: 09_19_13

MISSION TRANSMISSION: 11_05_13

FZZT

Written by Paul Zbyszewski
Production Dates: September 12, 2013 – September 19, 2013
Original Airdate: November 5, 2013

Mission Briefing

A camping trip for a group of scouts comes to a tragic end when their troop leader is mysteriously killed in an electromagnetic incident. Investigating the troop master's corpse, Simmons gets a slight electrostatic shock. Another occurrence identical to the first leads the team to a firehouse, where they discover that the cause of death is infection from a Chitauri helmet leftover from the Battle of New York in *Marvel's the Avengers*. The helmet is the catalyst for an alien virus transmitted through the air with a quick fzzt of static electricity—the same type of shock Simmons received from the troop master's body. It's a race against time as Fitz-Simmons must find a cure for the Chitauri virus before it claims Simmons' life.

Field-Op Notes

• First mention of the Sandbox, another highly secure S.H.I.E.L.D. facility dedicated to the study of alien tech.

• Agent Blake has dealt with leftover Chitauri tech from the Battle of New York previously, in the Marvel One-Shot *Item 47*.

• Simmons refers to Typhoid Mary, a cook who infected people with typhoid fever—not the mentally ill comic-book Typhoid Mary, a thorn in Daredevil's side.

Running Behavioral Observations

• "Don't touch Lola." – 1 (Unsaid, but you know he wanted to.)
• Kiss on Fitz's Cheek – 1
• Fitz: Down for the Count - 1

THE TEAM TESTED

Just six episodes into the season, the team's newly formed and fragile bond endures its first major test. As writer Paul Zbyszewski explains, this type of story isn't possible at the beginning of a season. It must be earned.

"I think you never really know how important someone is until the possibility of them being taken away presents itself," Elizabeth Henstridge says.

Previously, the needs of the many have come before the needs of the few, especially for seasoned veterans like May and Ward. But this is different. The team's raw, emotional reaction to Simmons' jeopardy propels them to begin exhibiting the behaviors of its captain. Coulson puts what he believes to be right ahead of protocol—and that means personal investment in the team. It means caring.

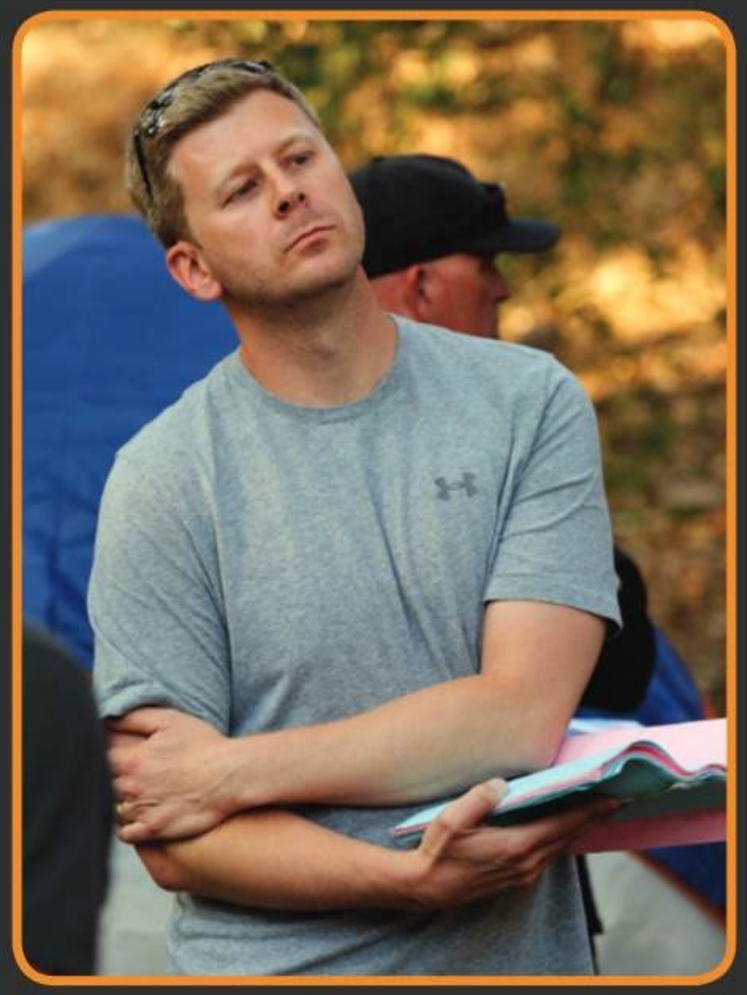
While the audience has witnessed the easy working relationship between Fitz-Simmons, until this point their emotional connection hasn't been as clear. Many speculated there might be a romantic relationship brewing. But as they work to find a cure, it becomes evident their relationship runs deeper. "Not only was [the virus] threatening to Simmons, but it was life-threatening to Fitz because he doesn't know if he can survive without Simmons, really," Henstridge says.

S.H.I.E.L.D. PROFILE

POSITION
CO-EXECUTIVE PRODUCER AND WRITER

PAST MISSIONS
After the Sunset (2004), *Day Break* (2006), *Lost* (2009), *Hawaii Five-0* (2010)

ASSET DETAILS
Born in Chicago, Paul Zbyszewski (or Paul Z, as he's more commonly known among the writers) has long been a producer and writer in the TV industry. Joining *Lost* in its fifth and sixth seasons as a supervising and then co-executive producer, Zbyszewski is no stranger to intricate plotlines, complex characters, and emotional scenes.



NAME:
ZBYSZEWSKI, PAUL

REPRODUCING A CHITAURI

When the *Marvel's Agents of S.H.I.E.L.D.* team went on the hunt for a Chitauri helmet in the Marvel archives, they learned it never existed—the alien warriors in *Marvel's The Avengers* were purely computer-generated. So it fell to Prop Master Scott Bauer and his team to create a Chitauri helmet for the firefighters to bring back to their station as a souvenir.

Bauer and his team sculpted a Chitauri head, but the Props Department was only able to create one helmet for the duration of filming because of time constraints. And due to its thin fiberglass makeup, it was extremely fragile. Luckily, the helmet remained unscathed throughout production and was still intact for a trip to the Los Angeles premiere of *Thor: The Dark World* for display on the red carpet.

OF MICE AND SKYDIVING

The emotionality of "FZZT" was strenuous for the entire cast. But the episode was also physically grueling for Elizabeth Henstridge, who would have to endure lengthy makeup sessions throughout filming to show the increasingly pale and harsh complexion that characterized the Chitauri virus. Emmy Award-winning artist Cheri Montesanto's work was so convincing Iain De Caestecker asked Henstridge whether she was actually sick.

A key moment also called for Henstridge to knock De Caestecker unconscious with a fire extinguisher, an act she rehearsed repeatedly with Stunt Coordinator Tanner Gill. Despite the practice and the extinguisher's soft, rubber material, Henstridge was convinced she would hurt De Caestecker. Throughout the day, she practiced bumping people on the back of the head—including set Production Assistant Adam Haracz—to make certain she could sell the gag without hurting her victim.

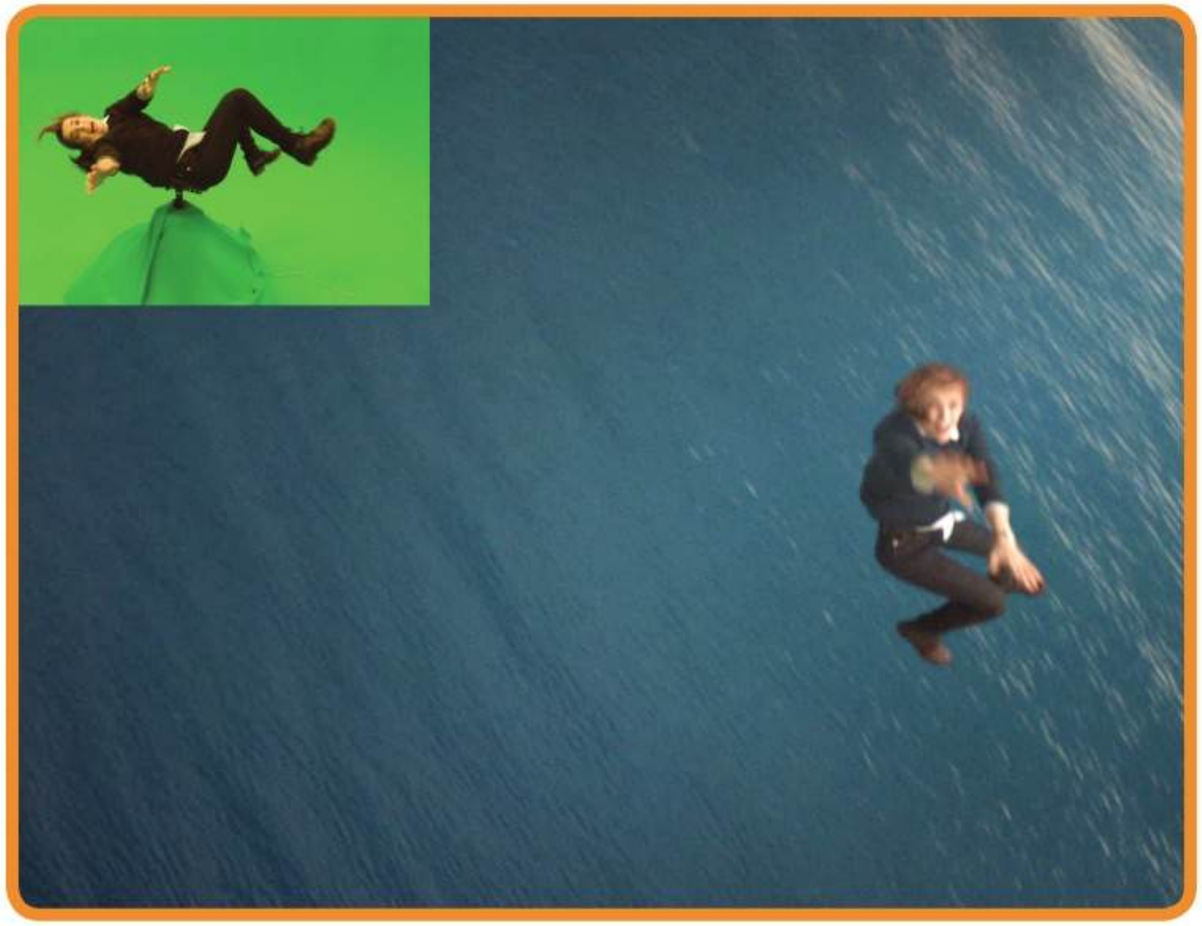
When it came time to shoot, Henstridge still was hesitant to hit De Caestecker with the necessary force. After much coaxing, she took a good swing and sent him crumpling to the ground in pain.

It was a brilliant moment of acting. Ever the prankster, De Caestecker enlisted the help of the on-set makeup team to create a massive bruise on the back of his neck and feigned injury for much of the next day. A distraught Henstridge fell for the ruse completely.

The episode's final scene—an exhilarating freefall after Simmons has sacrificed herself to save the others and jumped off the Bus' ramp—required Henstridge and costar Brett Dalton to spend a full day hanging from wires, blasted by wind machines and air mortars in front of green screens.

But amid all the physicality, there came a therapeutic respite in the most unlikely of places: the lab rats on which Fitz and Simmons tested their cure. "I wasn't expecting to like them," Henstridge said of learning she'd have to handle the trained, domesticated rats. "But they were lovely. They were so cute. I want a rat now."

WIREFRAME
DIGITAL
DOUBLE



00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 10_04_13

MISSION END: 10_15_13

MISSION TRANSMISSION: 11_12_13

Written by Rafe Judkins & Lauren LeFranc
Production Dates: October 4, 2013 – October 15, 2013
Original Airdate: November 12, 2013

Mission Briefing

A separatist group in South Ossetia has captured the weapon known as the Overkill Device. Coulson's team recovers intelligence on the weapon and is ordered to deliver it to S.H.I.E.L.D.'s massive base, known as the Hub, where they encounter hard-nosed, high-ranking Agent Victoria Hand. Hand orders Ward and Fitz to infiltrate the separatist group and disable the Overkill Device. Skye uses the idle time at the Hub as an opportunity to search for redacted files on her parents, but cuts her search short when she discovers there is no extraction plan for Ward and Fitz—a detail of which Hand is well aware.

Field-Op Notes

- Sitwell and Coulson's collaboration goes way back, to the discovery of an 0-8-4 in New Mexico (which turned out to be Thor's legendary Mjolnir.
- Fitz's favorite sandwich is prosciutto and buffalo mozzarella with just a hint of Simmons' handmade pesto aioli.
- Skye learns she was left at the St. Agnes Orphanage by a female S.H.I.E.L.D. agent. Was this agent her mother?

Running Behavioral Observations

- "Tahiti: It's a Magical...Place." - 1
- Simmons: The Terrible Liar - 1
- "Trust the System." – 3

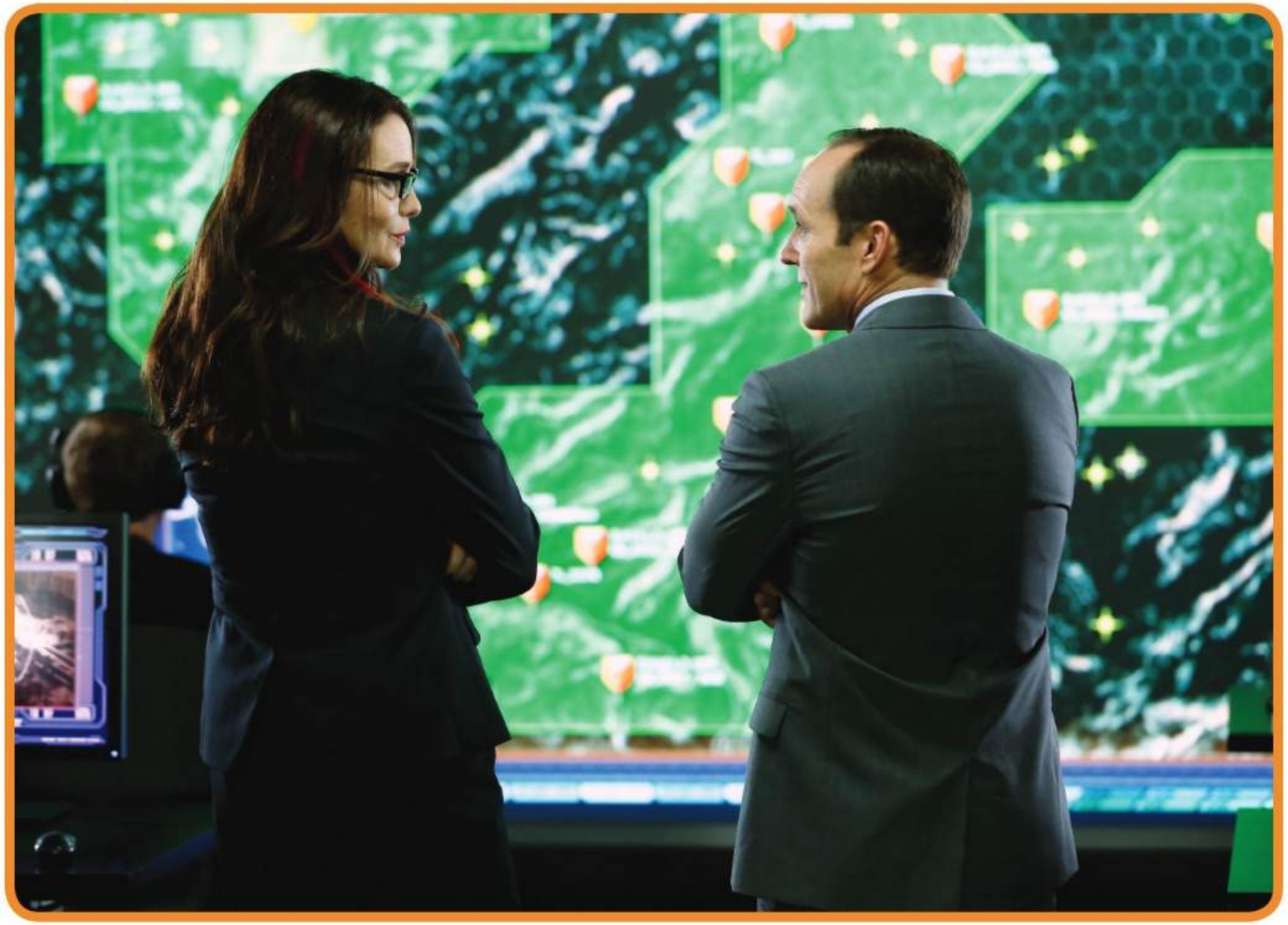
THE HUB OF A LARGER WORLD

"The Hub" gives audiences their first glimpse of S.H.I.E.L.D.'s scope. While the larger Triskelion would be seen in *Captain America: The Winter Soldier*, the Hub makes its debut along with a prominent figure from the comics: Victoria Hand.

In the comics, Hand works her way up from the accounting department to become a key player in one of the biggest shakeups S.H.I.E.L.D. has ever faced. Hand is a hardened leader determined to get results no matter the cost, and is one of the few who dares to openly defy the powerful Nick Fury. So when the character first appeared in *Marvel's Agents of S.H.I.E.L.D.*, those who were familiar with her history were already suspicious of the role she would play.

"We always liked Victoria Hand," writer and Producer Lauren LeFranc says. "Finding out from Marvel that we could use someone like her was really exciting."

Cowriter and fellow producer Rafe Judkins continues, "When we broke the Hub as an episode in the room, we were just talking about having a strong female character who is in charge of the Hub and will serve as the representation of S.H.I.E.L.D. And then it was later on in the process that we found out we were able to use Victoria Hand for that character."



S.H.I.E.L.D. PROFILE

POSITION
SECOND ASSISTANT DIRECTOR

PAST MISSIONS
Frasier (2001), *What About Brian* (2006), *Cloverfield* (2008), *Castle* (2009)

ASSET DETAILS
The second assistant director ensures the primary cast gets through makeup and wardrobe and to the set before their scenes begin filming. The second assistant director also prepares the call sheet for daily distribution to the cast and crew. The document consolidates the necessary information for a day's filming (including names, schedules, logistical considerations, and—most important—breakfast/lunch information).

NAME:
CARROLL, KATIE

SAFFRON BURROWS

AGENT VICTORIA HAND

Victoria Hand is played by the striking London native Saffron Burrows (*The Bank Job, Boston Legal, Law & Order: Criminal Intent*). Standing an imposing six-feet-plus tall in her heels and sporting Hand's trademark red streaks in her hair, Burrows cuts the ultimate figure of power and strength—along with conveying an edge of danger and the potential for malevolence.

The writers and producers played into that fine-lined portrayal to set up Hand as a red herring. Fans were convinced she was connected to the Clairvoyant—or that she was the Clairvoyant herself.

Hand as seen in the Marvel comics. **Left**: Saffron Burrows as Agent Victoria Hand.

THE SANDWICH INCIDENT

Filling in for the Hub is Southern California's sizeable Pacific Design Center. An architectural marvel, the 1.2-million-square-foot structure in West Hollywood is a hub itself—housing more than 120 showrooms, two restaurants, a theater and reception facility, a conference center, and a fitness center. The Production Design team only needed to add S.H.I.E.L.D. signage around the halls to make it feel like a cutting-edge spy facility.

Victoria Hand's command center and some of the smaller surrounding corridors were built next door to Fitz-Simmons' lab on Stage 15. It was on these sets that Saffron Burrows filmed her first day on *Marvel's Agents of S.H.I.E.L.D.* Burrows' presence immediately created a buzz on the soundstage.

"Maurissa was very focused on giving her a look of Victoria Hand from the comics," Judkins says. "And I think she is one of our most successful comic-book-character looks on the show. You just see her, and she works even if you've never read the comics. Saffron, when she came on, wanted to represent her correctly, and went and got the red streaks in her hair all on her own beforehand. You look at her, and you see Victoria Hand from the comics."

When Coulson first meets Hand at the Hub, it's instantly apparent the two represent vastly different sides of S.H.I.E.L.D. "We were at the point with Coulson where we wanted him to start questioning things," LeFranc says.

"We always talk about Coulson as the company man, but he was the company man suddenly starting to question the company a little bit. And here is Victoria Hand who has a hard line—she sees people as numbers more than people. But it doesn't mean that she's wrong."

The first true hint of that approach is Hand's willingness to assign Ward and Fitz to a mission with no extraction plan. Their subplot was filmed at a power station in California, substituting for the Russian compound housing the Overkill Device. The mission builds a further rapport between Ward and Fitz—and the actors—and it was carefully engineered to pair up characters the audience hadn't seen interacting one-on-one.

"It really pays off at the end of the season," Judkins says. "We wanted to build this Fitz/Ward relationship. You can see that they have a friendship from 'The Hub' to the end, and there's little moments between them that definitely play into that final moment that is really gut-wrenching between Fitz and Ward." The pairing also resolves tension formed between Fitz and Ward after Ward jumped out of the plane to save Simmons in "FZZT." Fitz feels the need to prove himself, forcing Ward to keep him in check.

"The Hub" also reveals Simmons' inability to tell a lie. The running gag was a delight for writers Judkins and LeFranc, who came from a sketch-comedy background. "Elizabeth is such an excellent actress," LeFranc says. "I mean comedically and dramatically that she was able to toe the line with that kind of thing. In someone else's hands, it might not have worked as well."

The housing for the Overkill Device, built into an existing power plant.

00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 09_24_13

MISSION END: 10_03_13

MISSION TRANSMISSION: 11_19_13

THE WELL

Written by Monica Owusu-Breen
Production Dates: September 24, 2013 – October 3, 2013
Original Airdate: November 19, 2013

Mission Briefing:

Coulson's team is tasked with cleaning up in the aftermath of Earth's run-in with Asgard in *Thor: The Dark World* to make sure none of the alien tech left behind falls into the wrong hands. Elsewhere, Jakob Nystrom and Petra Larsen discover part of an Asgardian Berserker Staff in Norway's Trillemarka National Park. The staff grants anyone who touches it the power to harness their rage into super-strength, and Nystrom and Larsen intend to use it to create a new world order; they just need the other two pieces of the staff to harness its full potential. To learn more about the staff and track down the remaining sections first, Coulson enlists the help of Professor Elliot Randolph. But Randolph has a secret: He's an Asgardian—and the staff is his.

Field-Op Notes

• Unfortunately, there is not a "god of cleaning up after yourself" in Norse mythology.

• Filled with the rage of a Berserker when exposed to the staff, Ward relives a childhood memory of a young boy drowning in a well.

Running Behavioral Observations:

• Fitz and His Monkey – 1
• "Tahiti: It's a Magical Place." - 1

ASGARDIAN CLEANUP

The world is reeling from the vicious attack of Malekith and his Dark Elves on Earth as seen in *Thor: The Dark World*. Many people, including Skye, have learned that the Norse gods, including Thor, are actually an advanced race of aliens. While it might be old news to many of S.H.I.E.L.D.'s seasoned veterans, the discovery has instantly made history professors out of those who formerly believed their study to be myth.

Above and left: Pages from the Asgardian manuscript (Andrea Dietrich). **Right**: Peter MacNicol as Professor Elliot Randolph.

SketchUp rendering of the Irish Chapel (Allen Coulter).

S.H.I.E.L.D. PROFILE

POSITION
PRODUCTION DESIGNER

PAST MISSIONS
Tales from the Crypt (1996), *Dark Skies* (1997), *The Walking Dead* (2012)

ASSET DETAILS
The production designer is responsible for the overall look and feel of the show and is the head of the Art Department. Melton works closely with the executive producers and directors to ensure that the sets, locations, and every component that visually defines the show is exactly as they have imagined.

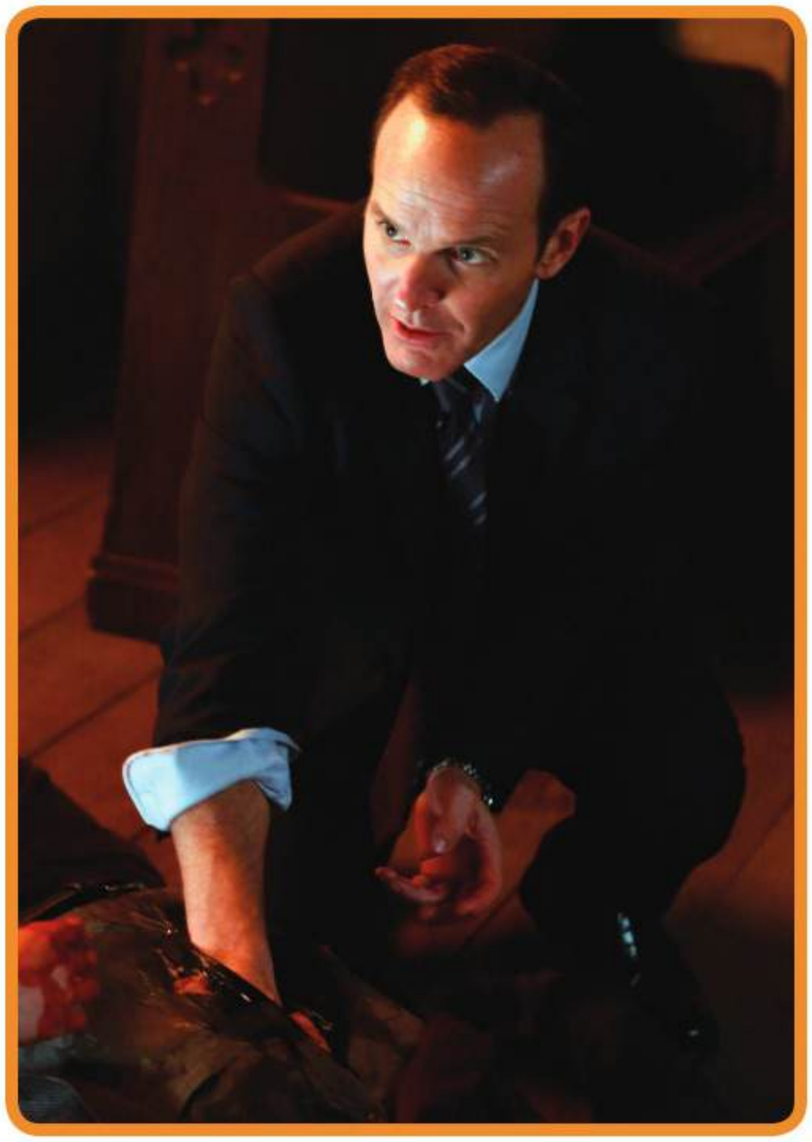
NAME:
MELTON, GREGORY

One such academic is introduced in the episode, Professor Elliot Randolph, a former Asgardian berserker who has retreated to Earth. Initially, Randolph was conceptualized as a statuesque warrior akin to those in Odin's court, but the character renounced his berserker ways and become a pacifist. "When we started 'The Well,' the executive producers had this idea about an Asgardian being on our world," writer and Co-Executive Producer Monica Owusu-Breen says. "I think their idea was, wouldn't it be great to have someone who's immortal and who loves life?" They cast veteran character actor Peter MacNicol (*Sophie's Choice*, *Ghostbusters II*, *Addams Family Values*, *Ally McBeal*, and *24*) as the unlikely warrior.

Randolph is contrasted with Ward, whose past spurs only future violence. Ward is haunted by a childhood trauma in which his brother, trapped in a well, pleaded with him to help. Threatened by his cruel older brother, Ward hesitated, and his younger sibling almost drowned. "In the past, he's been a sniper and he's killed people," Owusu-Breen says. "There is a darkness to those characters inherently, so there's something interesting about what it means to have that controlled violence and what it would be inside of you. Especially on the hero side. Where that darkness can come from was really interesting to us." The darkness within Ward reemerges when he absorbs the power of the Berserker Staff and loses control of his bottled-up rage.

CONSTRUCTING A MONASTERY

The Production Design team again was called upon to build an elaborate set in just a week's time. Practical locations were considered for filming the Irish monastery, but none of the chapels were suitable for mounting large winches and wire rigs to ceilings and walls to support the wirework stunts. Instead, an entire chapel was constructed on Stage 16.



Production Designer Gregory Melton and his team worked in broad strokes, focusing most of their efforts on two sequences for which extreme detail would be required. The altar with its giant gothic window—where the group would discover an ancient manuscript—was one of these areas. Later, the altar would be featured in a heroic shot of May after she assembles the Berserker Staff.

A choir loft at the back of the monastery also played a key role in a heroic moment for Coulson, who plunges his hands into Randolph's chest to stop the bleeding and kickstart the Asgardian's accelerated healing. Standing eight feet above ground, the second level also was fitted with a railing that would withstand Ward and Jakob taking a tumble into a padded crash mat below.

00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 10_16_13

MISSION END: 10_24_13

MISSION TRANSMISSION: 11_26_13

REPAIRS

Written by Maurissa Tancharoen & Jed Whedon
Production Dates: October 16, 2013 – October 24, 2013
Original Airdate: November 26, 2013

Mission Briefing:

Hannah Hutchins is involved in a freak accident at a laboratory housing a particle accelerator and is later present at the scene of a massive explosion at a gas station. S.H.I.E.L.D. believes she might have telekinetic powers as a result of the particle-accelerator accident. But Hutchins believes she's having a crisis of faith, being punished by God for her actions. Coulson's team is tasked with conducting an "Index Asset Evaluation and Intake." But when Hutchins is brought aboard the Bus for transport to the Fridge, she claims she's being haunted by demons and that she does not have powers. The "demon" starts haunting the Bus, causing it to crash-land. Coulson's team discovers they're not being haunted by a demon at all: It's a love-struck coworker of Hutchins' stuck between two worlds, stalking her every move.

Field-Op Notes

- Coulson reveals why Agent May is referred to as "The Cavalry:" A welcome-wagon operation for a gifted individual went sideways, and Melinda May took down the opposition—without any weapons.
- A gas station owned by Roxxon Oil (from the comics) is the site of a massive explosion.
- First mention of the S.H.I.E.L.D. Academy (and students' pranks on freshmen cadets).

Running Behavioral Observations:

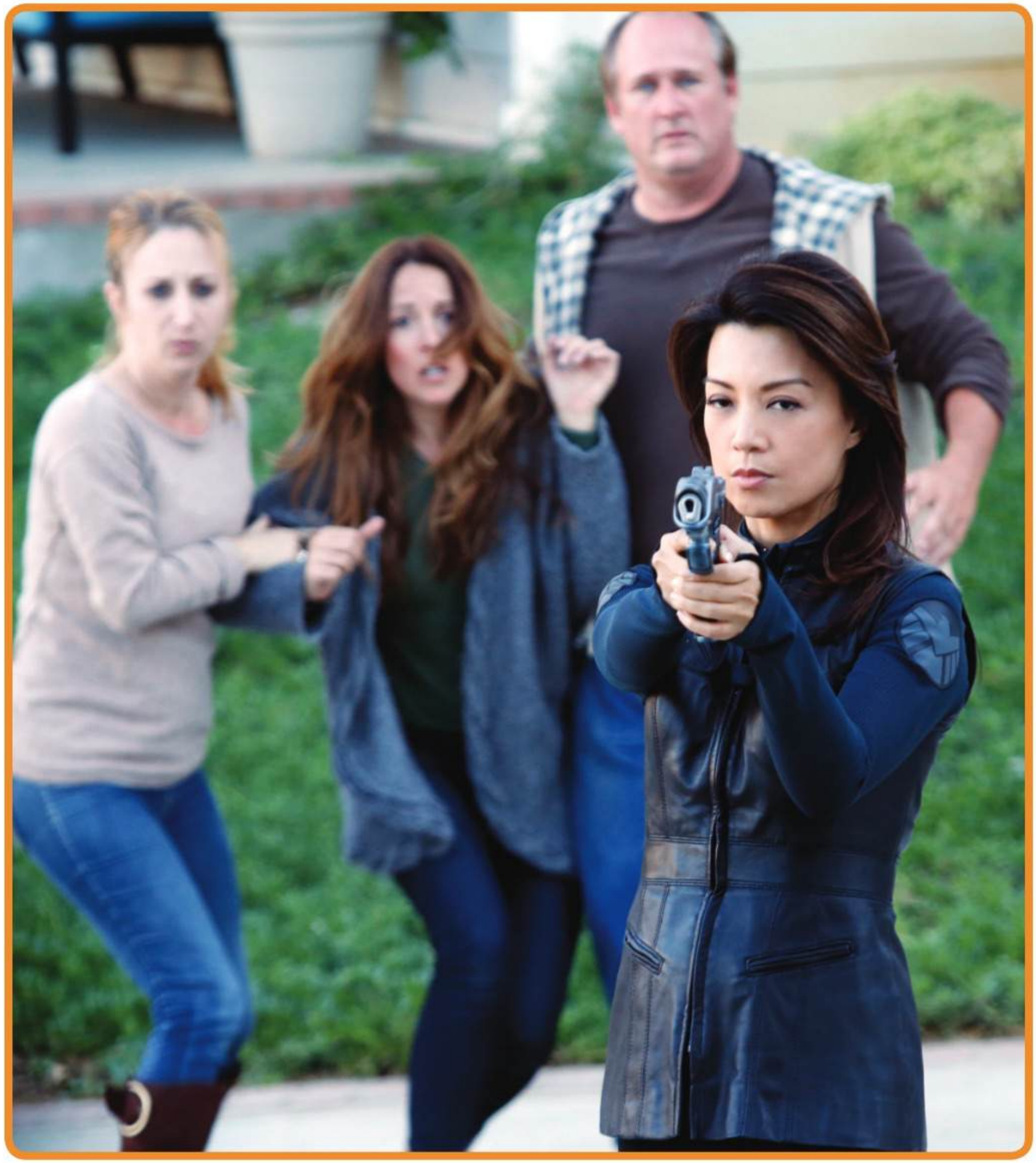
- '90s Tech Getting Coulson Down - 1
- Playing Games on the Bus - 1

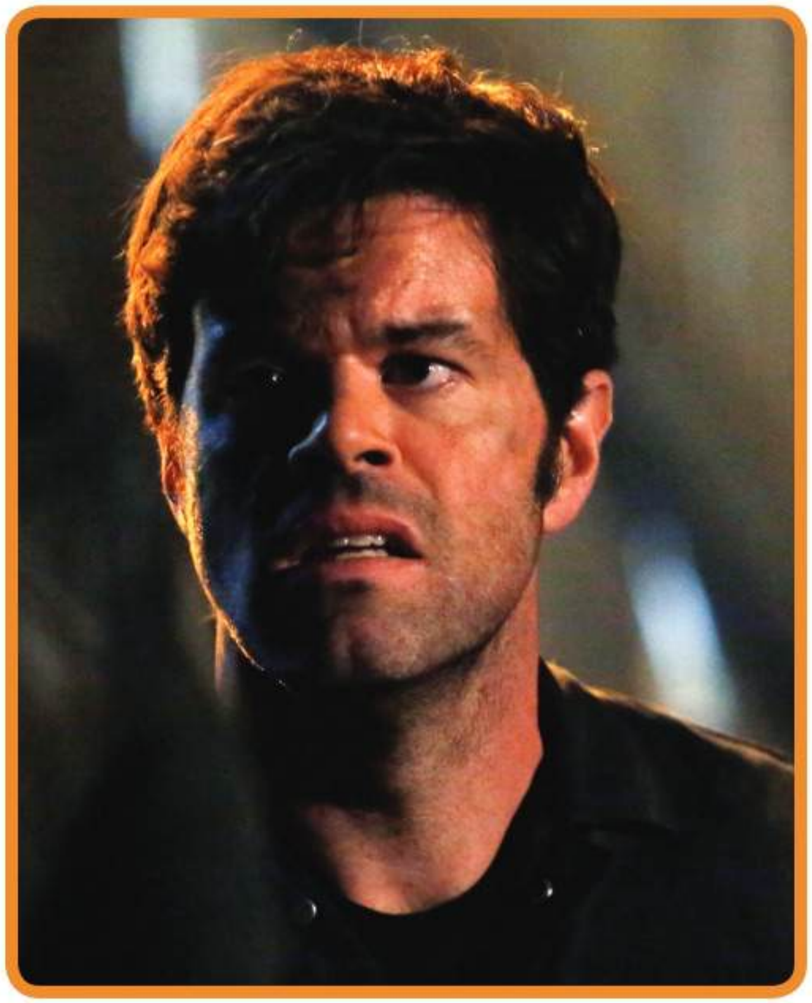
THE CAVALRY

Coulson's team serves as the welcome wagon for a potential asset named Hannah Hutchins, who appears to possess superhuman abilities. A carefully crafted "bottle episode"—a phrase coined in relation to the original *Star Trek* TV series, referring to an episode taking place entirely aboard the Starship Enterprise—"Repairs" uses the pause to reveal new personal challenges. "Even though the clock is always ticking on our show, we found it a very nice opportunity to just have some quiet moments," cowriter and Executive Producer Maurissa Tancharoen says. "It's so appropriate for this episode that we reveal things about the most quiet of the bunch among these quiet moments."

Hutchins' guilt for the accidents and death surrounding her mirrors May's silent inner turmoil. "It's that thing when the lights go out," cowriter and Executive Producer Jed Whedon says. "People end up having weird conversations that they wouldn't end up normally having. Or they end up oversharing because they're in this heightened situation."

Some of May's history is revealed when various team members attempt to explain the origin of her nickname, "The Cavalry." The stories vary greatly, part of the reason she's so legendary. The truth comes from Coulson, who explains that on another welcome-wagon mission, May walked into a hostage situation in Bahrain involving a gifted individual and emerged a different person. "We don't really dive into the details quite yet," Tancharoen says. "But the reason we chose to tell what we did in this episode through other people is why she's a legend, that's how it's always been. People tell your tale, and it's always changing."





Right: Art Department mockup.

High 72 Low 49 Avg. 64 Details, Page 8 | Wednesday | Batesville, Utah

THE BATESVILLE CLARION

Vol. CXII No. 228 | Serving the Batesville Community Since 1901 | 50 Cents

Local Teens Arrested on Meth Charge

By Alyana Trotter
Batesville Clarion Reporter

Police arrested four teens, including a 14-year-old pregnant girl, and evacuated neighbors after they found a meth lab inside a Batesville apartment.

Officers made the arrests Tuesday afternoon at a Jehovah County Housing Authority complex on McGrath Avenue. They found lithium batteries, cold and allergy medication, chemicals and other materials commonly used in cook methamphetamine, according to a police report.

The teens were arrested on drug-related charges, corruption of minors and endangering the welfare of children, the report stated. The 14-year-old girl was taken to a juvenile detention center.

Police went to the housing complex to investigate a report of trespassers inside the apartment. When officers arrived, they found five people in one apartment who did not have permission from the housing authority to be there, according to the police report.

Before Wednesday, neighbors had complained to police about a possible meth lab inside the apartment, the report stated. When everyone was out of the apartment, a police dog detected

■See Meth Teens, page 4

Laboratory Accident Kills 4

Lone Survivor Questioned After Particle Accelerator Explosion

By Jill Blackledge
Batesville Clarion Reporter

BATESVILLE—A massive explosion rocked the Particle Accelerator Complex early Tuesday morning, killing four and leaving behind extensive damage. The accelerator's Quality Control Engineer, Hannah Hutchins, was the only employee on site to survive the incident.

At around 9:28 a.m., a deafening blast awoke the community. Bystanders reported seeing smoke and tall flames emanating from a section of the facility. The Batesville Fire Department was first to the scene and immediately began efforts to contain the fire and rescue survivors.

Fire Chief Charles Roberts said they were fighting an uphill battle from the moment they arrived. "My squad's prepared for disaster. We see it every day. But this was disaster on a whole other scale."

Despite the efforts of the first responders, the explosion claimed the lives of four technicians. They have been identified as Jack Benson, Frank Delacort, Tobias Ford, and Arlene Willoughby, all natives of Batesville. Memorials will be held throughout the week to honor the victims.

Hutchins, who sustained only minor injuries due to smoke inhalation, is now being questioned in regards to the cause of the explosion. As the company's Quality Control Engineer, she is responsible for maintaining the facility's high standards of safety and security. Under her leadership, the complex had been free of accidents for over five years and was even awarded a certificate of excellence from its parent company, StatCorp.

Preliminary reports blame mechanical failure for the explosion. An investigation is underway to determine whether or not this incident was a result of human error. The entirety of the particle accelerator complex will be shut down as the company recovers from the tragedy and repairs the damage. This closure is expected to last for at least a month, during which hundreds of employees will be out work.

Batesville resident Hannah Hutchins (above) was the only survivor of the lab explosion that killed four co-workers.

■See Accident, page 3

Victims to be Remembered at Memorial

Family members, co-workers and friends will gather on the City Hall steps Thursday at noon to remember the four technicians killed at the Particle Accelerator Complex Tuesday morning.

They are Jack Benson, Frank Delacort, Tobias Ford, and Arlene Willoughby, all natives of Batesville. The only survivor was Quality Control Engineer Hannah Hutchins, also of Batesville.

"It affects the entire town," said Jill Dellker, executive director of the Batesville Occupational Safety and Health Commission. "On Thursday, people will come together to honor those workers who've lost their lives."

Dellker said although any number of workers killed on the job is unacceptable, the number of work deaths in Batesville was 4 in 2013, 11 fewer than in 2012.

"We're seeing workers being rushed to produce more than

■See Memorial, page 3

Pastor Charged With DUI

Batesville Pastor Had Two Previous Convictions

By Lauri Williams
Batesville Clarion Reporter

BATESVILLE—Wilfred White, the former co-pastor of Without Walls International Church, was arrested on charges of driving under the influence Saturday night.

He posted $500 as bail Sunday morning and was released, according to Tampa Bay Online. Jail records show that his blood-alcohol level was 0.09. In Florida, a person with a blood-alcohol level of 0.08 or above is considered intoxicated.

On Sunday, his ex-wife, Paula White, said about Randy's arrest at church: "This ministry is a ministry of restoration. This ministry does not compromise the principles of God, but we are the perfect church for people who are not.

"This does not mean I am an enabler. That doesn't mean I condone. That doesn't mean I agree with things. It means that I will help you walk through life. And I want you to walk with me through life. And I think that's what the church is all about."

The Whites, who split in 2007 after nearly 15 years of marriage, built Without Walls International Into one of the biggest churches in the nation. It was estimated that the church boasted some 23,000 members before the divorce, and Sen. Charles Grassley's (R-Iowa) Senate probe for possible financial mismanagement of the church's nonprofit status caused some congregants to be disillusioned and leave.

The Whites subscribe to what is called the "prosperity gospel," where God's blessing is often tied to material blessings. Sen. Grassley led the investigation beginning in 2007 on six popular televangelists who preach the prosperity gospel. The Iowa senator, the ranking Republican on the Senate Committee on Finance, questioned whether the ministries abused their tax-exempt status as churches while living lavish lifestyles.

Some of the leaders of the ministries investigated had astoundingly high salaries, private jets and Rolls-Royces, Grassley noted.

After three years with little cooperation from the ministries, Grassley released a report that showed Without Walls International Church, among others, provided incomplete responses. There were no penalties handed out.

In April, Paula White broke her silence about all the scandals that have surrounded her since her divorce in 2007.

At the 2011 Pastors and Leadership Conference in Orlando, Fla., White said, "I think it's time we stop being hypocrites in the pulpit. I think ... it's time that we take the mask off to this generation and show them that we have the same issues and the same struggles."

She shared candidly about her family problems, saying that Randy had closed up in her and that "in a really weak moment" the couple agreed to divorce. The split was amicable.

She also said at the conference that she was proud of her ex-husband. "He never quit.... God or anything else."

The alcohol laws of Utah regulate the selling and purchasing of alcohol in the state of Utah, and are some of the most conservative in the USA. A person must be 21 years old to buy or consume alcohol.

The Utah Department of Alcoholic Beverage Control (UDABC) has regulated the sale of alcoholic beverages since 1935, two years after the end of prohibition. Utah is one of 18 control states, meaning the state has a monopoly over the wholesaling and/or retailing of some or all categories of alcoholic beverages.

Current Utah law sets a limit of 3.2 percent alcohol by weight (4 percent by volume) in beer sold at grocery and convenience stores and at establishments operating under a "beer only" type license, such as taverns, beer bars and some restaurants. Beer over 3.2 percent by weight (4 percent by volume) is available in State Liquor Stores and Package Agencies and at clubs and restaurants licensed to sell liquor. In commercial facilities, the time at which alcohol may be served is limited, and alcohol may not be sold any later than 1 am under any circumstance.

The state has seen a significant increase in alcohol sales recently – from 2006 to 2012, alcohol sales in the state increased by 20%, far out-

■See Pastor, page 4

Batesville High's Marching Band Captivates at Parade

By Jill Blackledge
Batesville Clarion Reporter

BATESVILLE—The Batesville High School Marching Band recently attended competitions in Mesquite, Texas, and Desoto, Texas, and brought home several top honors.

On Saturday, October 5, 2013, the marching band attended the annual Mesquite Marching Festival and won the Best Winds, Percussion, and was the overall Best in Class for 4A. The marching band also ranked second overall out of 28 participating bands. Coppell High School, 5A state finalist, took first place overall.

On Saturday, October 12, 2013, the Batesville High School Marching Band competed in the Desoto Marching Contest. The marching band was awarded runner up overall and won three of the six caption award: Best Drum Majors; Best Percussion; and Best Guard. The Forney High School percussion section was awarded the Most Outstanding Indoor Percussion Award. In September, the marching band also competed in Midlothian, Texas, and placed first in Class 4A.

The Batesville High School Marching Band's next competition will be the University Interscholastic League (U.I.L.) Marching Band Competition on Wednesday, October 16, 2013, at Mesquite Memorial Stadium in Tempe, Arizona.

Batesville High School Marching Band members Amy Bridenbaill and Sharla Oliver demonstrate their flute prowess at the annual Harvest Day Parade.

Farmer Hospitalized After Losing Control of Combine

By Jill Blackledge
Batesville Clarion Reporter

BATESVILLE—David P. Pringle Jr., 34, has been charged with menacing in connection with an apparent case of road rage involving himself and a 70 year-old farmer driving a John Deere combine.

According to the story, Jehovah County Sheriff's deputies responded to Riley Road, north of Oldtown Road, at 9:15 p.m. Oct. 10 on reports of a man drawing a loaded weapon at a motorist.

Pringle told the deputies he was forced to drive his 1999 Mercury Mountaineer into the side ditch to avoid hitting the farm vehicle. He claimed the combine's left front tire was left of center at the time.

Sheriff's office reports, as obtained by the Clarion, indicate the motorist reportedly turned around, passed the combine again and stopped in the roadway approximately 100 feet in front of the combine. The man got out of the vehicle leaving his wife and two children inside and began yelling at the 70-year-old farmer to get the combine over for traffic. The motorist climbed the steps to the cab and opening the door while continuing his verbal rebuke.

The newspaper story continues, reporting that the older man told deputies he felt threatened by the irate intruder, warned Pringle he had protection and displayed a holstered 9-mm semi-automatic pistol on his lap. The motorist reportedly grabbed the gun and threw it into a nearby clover field.

Deputies determined the older man did have a permit to carry a concealed weapon. The gun, along with a magazine containing eight rounds of ammunition, was located and taken into evidence.

The farmer told authorities he could only get over so far, fearing he would lose control of the combine in the event it went into the side-ditch.

The case was referred to the Jehovah County Prosecutor's Office, which returned the charge against Pringle.

Inside

Summary	2	Opinion	8
The World	3	Current	8
Nation	4	Sports	9
Church	4	Bridge	9
Obituaries	5	Real Estate	9
Theater	6	Horoscope	10
Travel	7	TV	12
Movies	7	Comics	12

Weather

Mostly sunny and very warm today. A few clouds tonight. City: 72; Alt Valley: 76/32; Desert: 85/55. Full details on page 8.

Scripture

Be on guard. Stand true to what you believe. Be courageous. Be strong. And everything you do must be done in love.

– 1 Corinthians 16:13-14

8 93320 00209 6

Councilman Suffers Heart Attack at Local Restaurant

By Alyana Trotter
Batesville Clarion Reporter

BATESVILLE—City Councilman Hal Needler suffered a serious heart attack on Saturday at a local restaurant and is now in guarded condition at Batesville General Hospital, according to city officials.

Steve Kiedrowski, a longtime friend, chairman of the Jehovah County Republican Committee and the city's clerk-treasurer, said Needler's condition is stable as he continues to undergo medical treatment. Needler once served as Kiedrowski's campaign manager.

"Our thoughts and prayers are with him," Kiedrowski said.

Needler's family has requested that all inquiries regarding his recovery be directed to Kiedrowski. The salesman joined the city council in 2011, taking the helm of an at-large seat. Needler also spent more than 20 years on the Jehovah County Legislature. He had recently retired from the Utah Power Authority.

Council President Rick Andros, who once interned for Needler during his time on the county Legislature, said his health issues would not deter the normal processes of city governance, with a regularly scheduled common council meeting set for Tuesday night.

However, he noted, Needler's reputation as a thorough public servant who often takes inquiries into governmental happenings a step further will leave a hole on the common council, while his penchant for guiding candidates during a time when much of the Republican-dominated council is up for re-election will also create a void.

"Hal has always been a guy who was able to do the digging for us, he's sort of a guru when it comes to elections," Andros said. "He's definitely going to be missed during his absence. Hopefully his recovery is short."

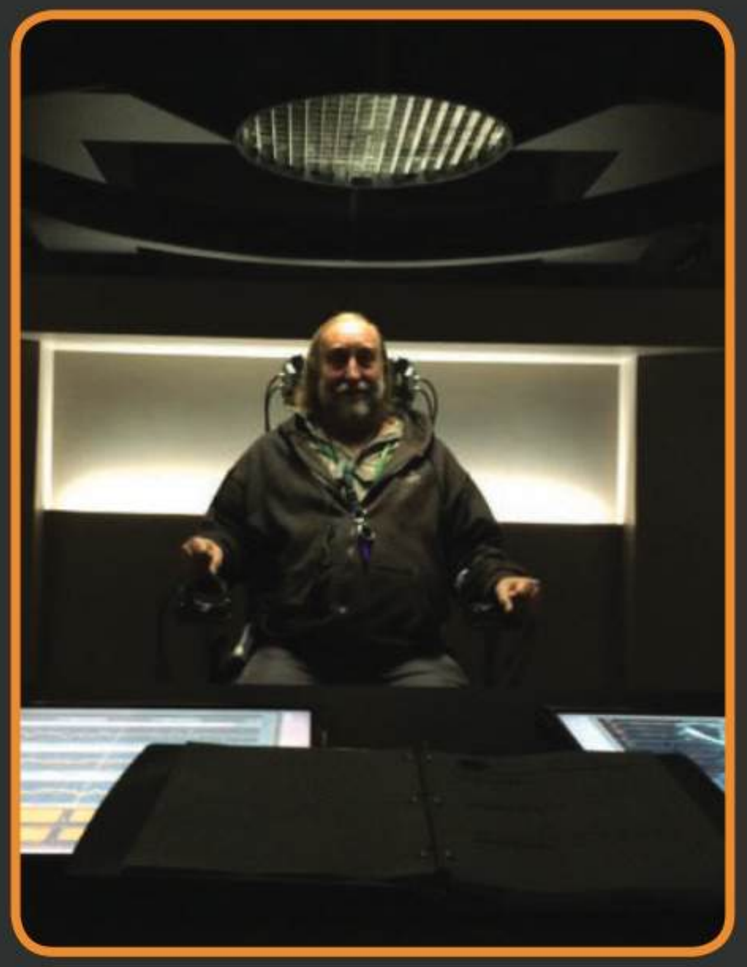
The staff at Greg's Diner said that Needler was a regular at the restaurant, and that he was eating a grilled cheese sandwich with bacon at the time of the heart attack.

S.H.I.E.L.D. PROFILE

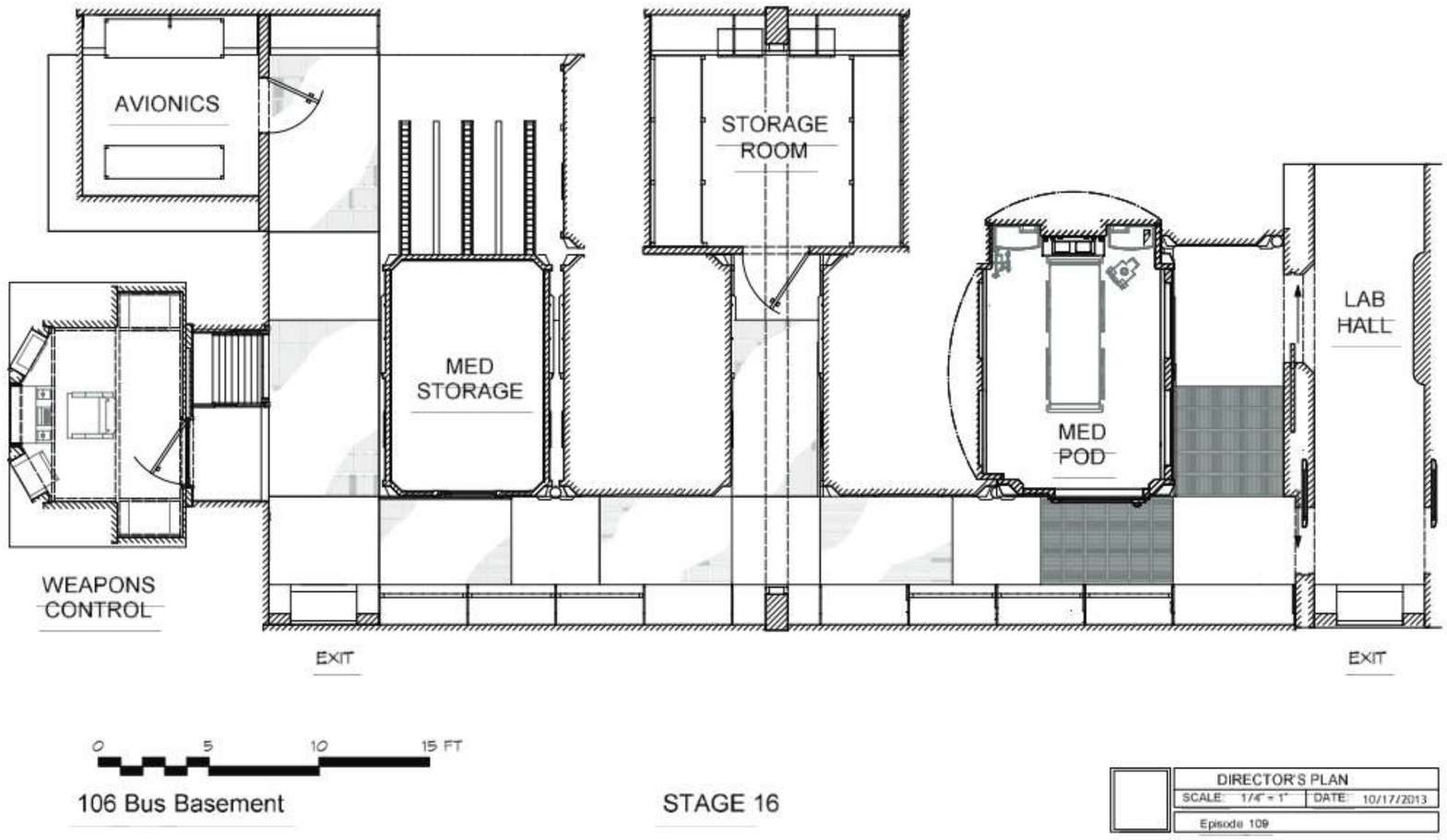
POSITION
GAFFER

PAST MISSIONS
Halloween: The Curse of Michael Myers (1995), *Dollhouse* (2009), *The Event* (2010)

ASSET DETAILS
The Gaffer, sometimes also known as the chief lighting technician, works with the director of photography to determine the lighting and look for each shot. As head of the lighting department, Farr also helps ensure that the right lighting equipment is available for the day's shooting needs.



NAME:
FARR, JOHN



Blueprint of interchangeable corridors added to the lower level of the Bus for "Repairs."

EXPANDING THE BUS

The charm of Coulson's mobile command center is its adaptability to the mission at hand—and the needs of the production. "It's an unending upgrade," Production Designer Gregory Melton says. "When we added a basement for 'Repairs,' I pitched the producers the idea that this is a modular area of the plane that is full of pods. And then we can do anything with it." Depending upon the mission, the Bus can house weapons-storage containers, first-aid supplies, additional bunks, even med-pods.

The corridors and supply closets seen in "Repairs" are the audience's first glimpse at this modular floor plan. The industrial piping and wiring of the narrow hallways and blind corners heightened the episode's "haunted house" feel, using shadows and space to ramp up the tension while the team is hunted by Hutchins' "demon"—her coworker Tobias (Robert Baker).

00:00 42:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 10_28_13

MISSION END: 11_07_13

MISSION TRANSMISSION: 12_10_13

Written by Shalisha Francis
Production Dates: October 28, 2013 – November 7, 2013
Original Airdate: December 10, 2013

Mission Briefing:

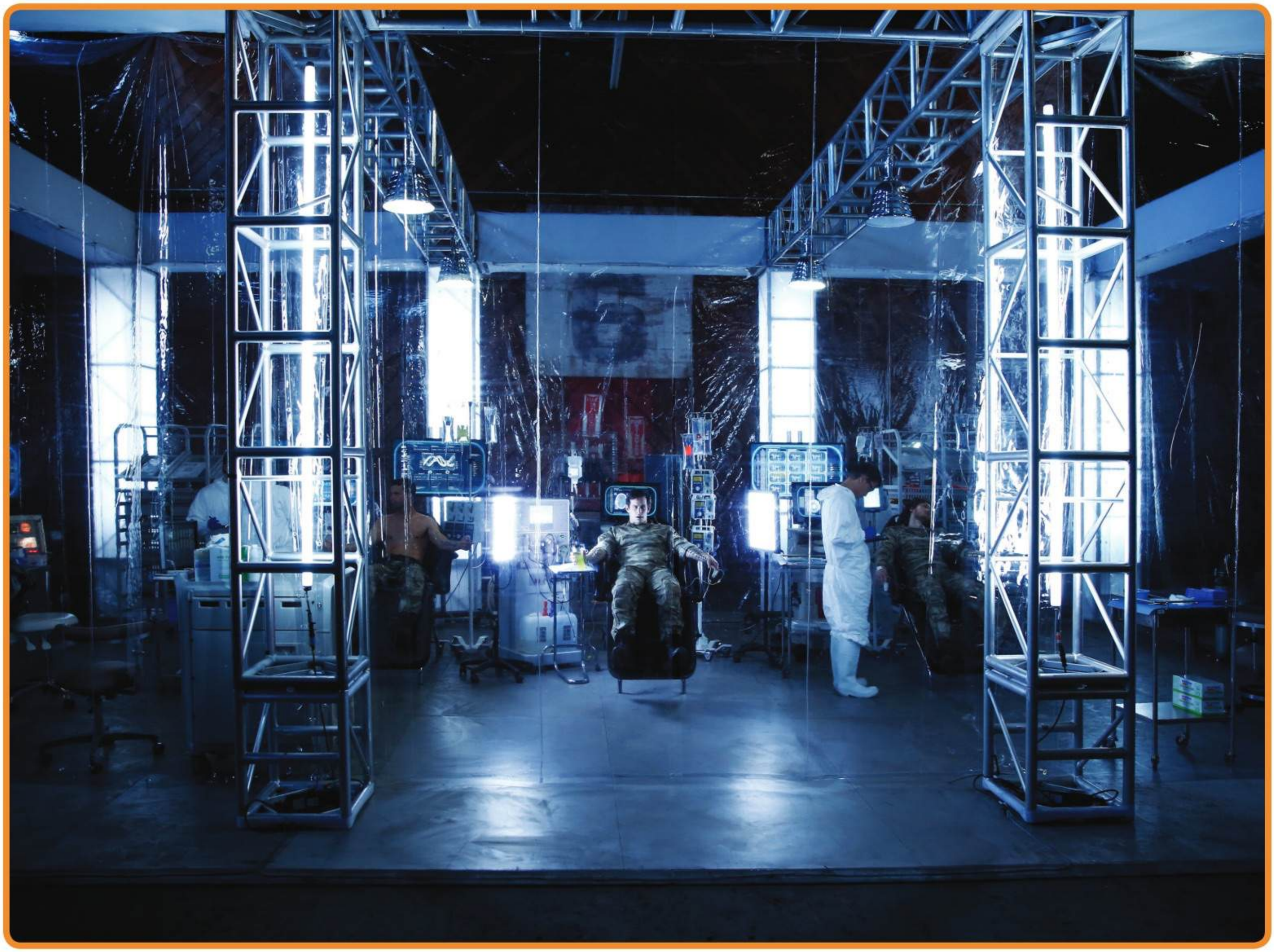
Edison Po escapes the Havenworth Federal Penitentiary with the assistance of three Centipede-enhanced super-soldiers. S.H.I.E.L.D. assigns Coulson's team to apprehend Po, with backup from a reformed Mike Peterson. The team tracks one of the super-soldiers to the warehouse where Raina and Po have been creating their Centipede army. But they've walked into a trap. Severely outmanned, Coulson's team is forced to retreat. Raina and Po kidnap Peterson's son, Ace, and offer an exchange. A last-minute, explosive deception during the handoff results in Coulson's capture by Centipede. Coulson is the key to Stage 3 of Centipede's plan: The Clairvoyant needs to know what happened the day after he died.

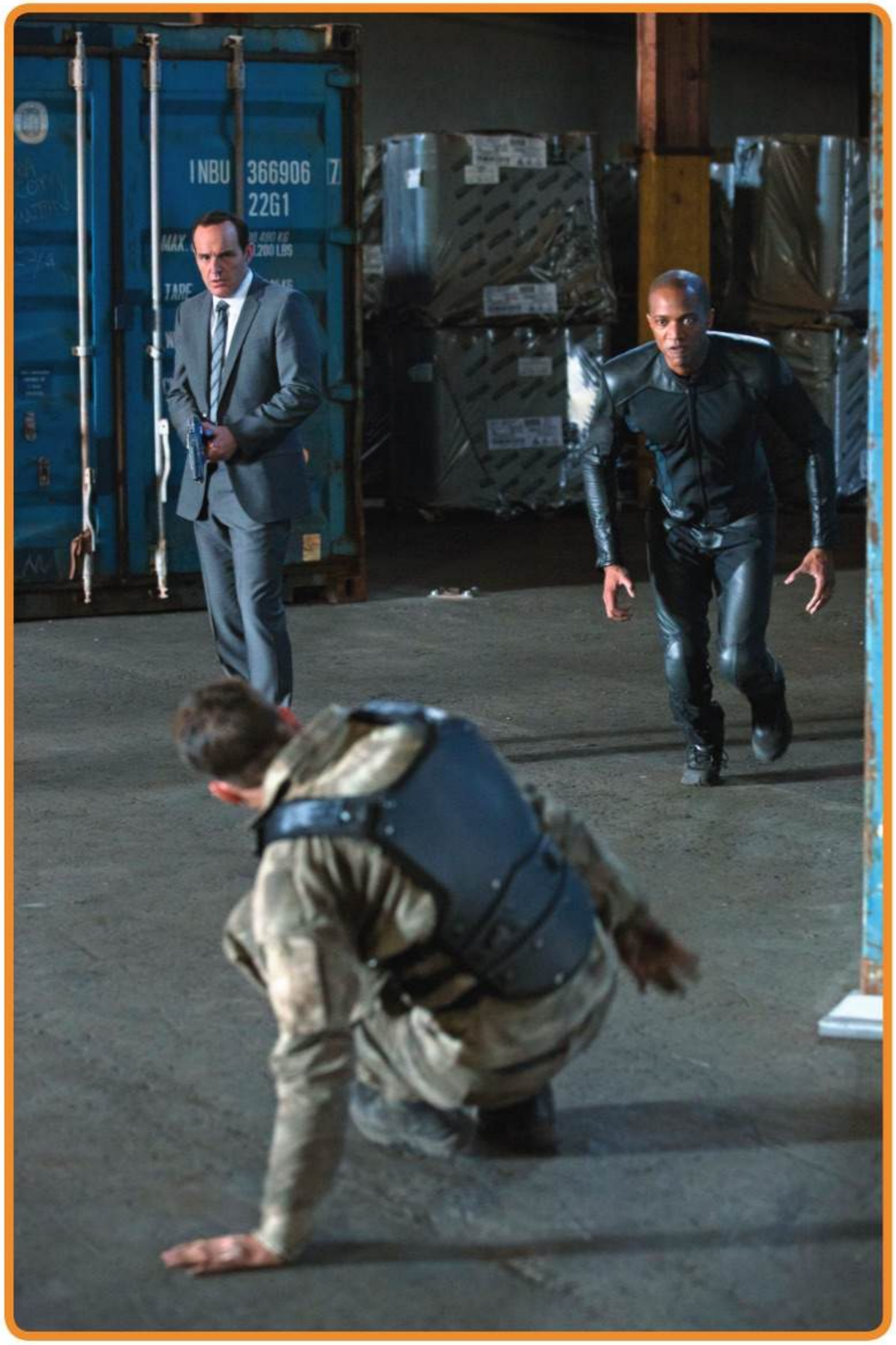
Field-Op Notes

• Mike Peterson is seen on the football fields of the S.H.I.E.L.D. Academy, getting in some reps with an earthmover and trying to beat Steve Rogers' record.

Running Behavioral Observations:

• Raina's Flower Dress of Choice: Blue and Black





EVERYTHING IS CONNECTED

"The Bridge," the final episode of *Marvel's Agents of S.H.I.E.L.D.* to air before its midseason hiatus for the 2013 holidays, helps audiences start connecting the season's arc. Mike Peterson, Raina, and the mysterious Clairvoyant return as the Centipede project begins to unravel.

Thanks to Fitz and Simmons' dendrotoxin, the serum in Mike Peterson's body is now stable, and he joins the team to help them combat Centipede's super-soldiers.

"It was great that Mike came back, and you saw just how deep in his heart he really wanted to turn over a new leaf and do good," writer and coproducer Shalisha Francis says. "And at every turn, something got in his way and stopped him from doing that." This time, it's Raina and Centipede. To save his child, Peterson betrays Coulson.

"In his effort to do good and do good for his son, he ends up dying," Francis continues. "It's the last time we see him as Mike Peterson." When Peterson returns, he'll have a new persona and mission.

Coulson, meanwhile, faces Centipede's burning question: What happened the day after he died? Centipede wants their super-soldiers to live forever—and Coulson is somehow the key. But he wants the answers as much as they do.

S.H.I.E.L.D. PROFILE

POSITION
STUNT COORDINATOR

PAST MISSIONS
The X-Files (1993), *Galaxy Quest* (1999), *Walker: Texas Ranger* (2001), *Pirates of the Caribbean: The Curse of the Black Pearl* (2003)

ASSET DETAILS
The stunt coordinator supervises all the stunt work on a series. Gill breaks down every episode, making certain that any action involved that might require a stunt is planned and executed safely and dynamically.

NAME:
GILL, TANNER

THE REAL BRIDGE

The city of Long Beach, California, and surrounding San Pedro played a major role in filming "The Bridge." At the Port of Los Angeles, the production team found a large warehouse known as "#9." Built during World War II, the warehouse had long been vacant, though it would become a brewery in 2014. The massive space, rigged with large shipping containers on steel cables, was perfect for an epic serum-fueled brawl involving Coulson, Ward, May, Mike Peterson, and a group of Centipede super-soldiers.

The explosive conclusion was shot on the mammoth Queensway Bridge connecting downtown Long Beach to the south harbors. The filming took one night—November 6, 2013. But preparations and choreography were weeks in the making. The production team mapped out every detail down to the second—the locations of all the vehicles, where the explosion would take place, and the movements and positions of all the characters, including Ward's perch on the rooftop of a nearbyhotel.

Special Effects Supervisor Gary D'Amico and his team rigged both a cement truck and a town car to explode. They cut into the metal of both cars, scoring lines where they wanted the vehicles to explode. In the cement truck, the Special Effects team pre-scoured a giant hole in the mixing barrel, packed it with explosives, and then covered it with a special sheet metal. It took three pinpointed explosions to blow up the truck.

There were two takes: The first was the "hero" explosion, with the cement truck and town car on camera. The second was a wider shot with a larger fireball filmed from a distance. In both instances, the incredible light display was indicative of the impressive size and scope of the series.

"That night all of us were on the bridge, and we had to stand pretty far back because it was pretty dangerous," writer and coproducer Shalisha Francis says. "You could still feel the heat, and all of us were in this big tent together watching the explosion."

WARD ON ROOF

LOS ANGELES RIVER

CONSTRUCTION EQUIPMENT
CEMENT TRUCK, SKIP LOADER, CONDOR
GENERATOR

SHIELD SUV's

BRIDGE CLOSED
BARRACADES

TOWN CAR & CENTIPEDE SOLDIERS

TO PACIFIC OCEAN

EP # 110

DIRECTOR'S PLAN	
SET.# 233	DATE: 10-25-2013
LOC: QUEENSWAY BRIDGE LONG BEACH	

BRIDGE

Layout for explosion sequence. **Inset**: The crew sets up to film from a safe distance on Long Beach's Queensway Bridge.

00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 11_07_13

MISSION END: 11_18_13

MISSION TRANSMISSION: 01_07_13

THE MAGICAL PLACE

Written by Paul Zbyszewski & Brent Fletcher
Production Dates: November 7, 2013 – November 18, 2013
Original Airdate: January 7, 2014

Mission Briefing

S.H.I.E.L.D. is searching for the kidnapped Coulson, and Victoria Hand is now in command of the Bus. The team takes the infamous Chitauri dealer Vanchat into custody in the hope he'll provide a lead to Centipede's location. Elsewhere, Coulson is being interrogated using Centipede tech by Raina and Po. The Clairvoyant wants to know how Coulson came back from the dead. Kicked off the plane by Hand and working on her own, Skye poses as a S.H.I.E.L.D. agent and obtains information from Vanchat's bank accounts leading to Coulson's location at a small compound in the middle of the desert. Meanwhile, as Raina continues interrogating Coulson, he experiences a vision: He's in an operating theater on a table with his brain exposed. Just as the memory intensifies, Skye and the team rescue Coulson and take Raina into custody. But Coulson is left to wonder: What exactly did he see?

Field-Op Notes

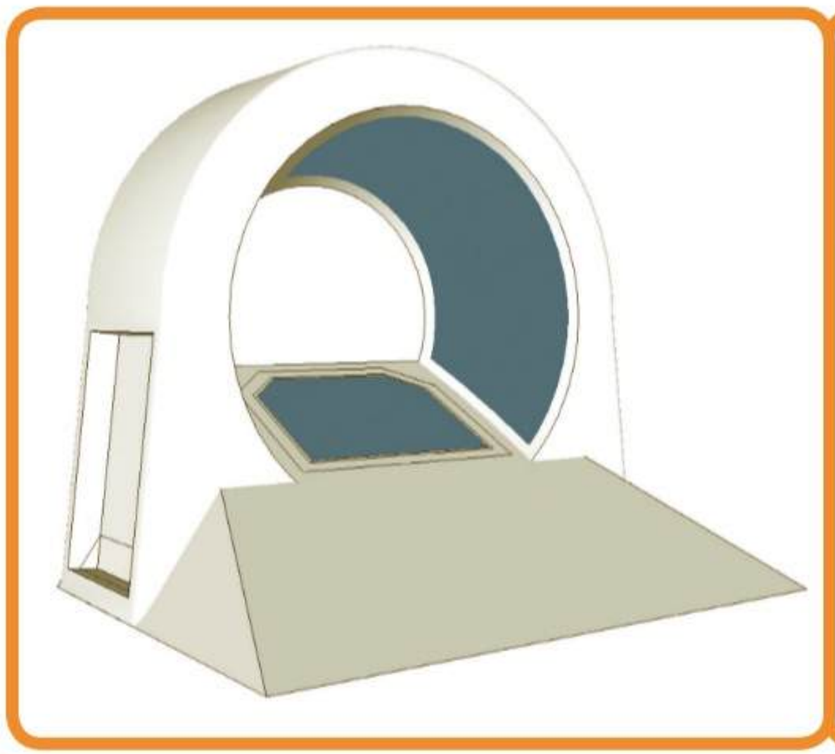
• Hand mentions that charred remains believed to belong to Mike Peterson were found at the site of the bridge explosion. But Peterson is seen alive and well—if "well" is severely burned, missing his right leg, and using an implanted Centipede eye.

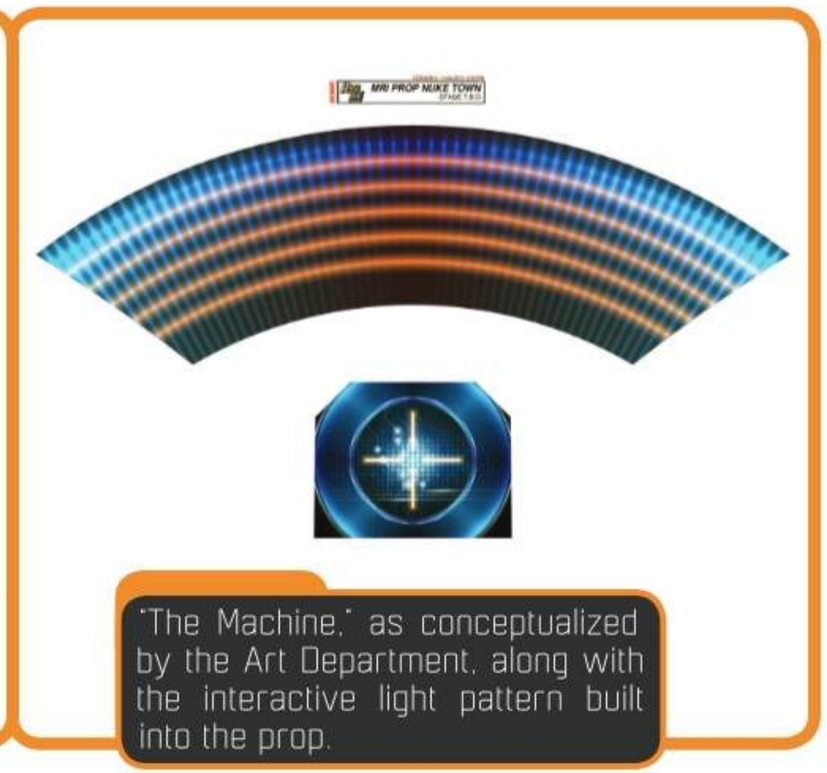
• In his vision, Coulson is receiving a blue liquid intravenously, and he sees a strange alien diagram like the one Ward saw on the chalkboard in "Eye-Spy."

Running Behavioral Observations

• "Tahiti: It's a Magical Place" - 3 (Including the title)
• "Don't touch Lola." - 1
• Simmons: The Terrible Liar - 2
• Raina's Flower Dress of Choice: Purple and Black
• "Trust the System." - 1

Set design for Coulson's Tahitian hut.





"The Machine," as conceptualized by the Art Department, along with the interactive light pattern built into the prop.

TAHITI – NOT SO MAGICAL AFTER ALL

"The Magical Place" returned the series from its midseason hiatus with a promise to solve some of the previous episode's mysteries.

Long before writing, Jed Whedon, Maurissa Tancharoen, and Jeffrey Bell had conceptualized this episode's ending. Coulson's vision of his own brain being reconstructed by an alien device in the midst of a creepy operating theater finally confirmed he wasn't an android, a clone, or a Life Model Decoy. He was still Coulson, though changed dramatically by unearthly science.

Writers Paul Zbyszewski and Brent Fletcher were tasked with filling in the events leading up to the reveal. Skye strikes out on her own to find Coulson, and she succeeds—cementing the pair's mentor/mentee relationship. Ousted from the Bus, Skye returns to her roots, using her hacker skills to obtain intel. Despite being inhibited by her tracking/restraining bracelet, the resourceful Skye uses the device to her advantage. And in a true moment of "faking it until you make it," Skye chooses not just to impersonate any S.H.I.E.L.D. agent, but the legendary Melinda May—taking on May's persona to get the information she needs out of Vanchat's accountant, Lloyd Rathman (Rob Huebel—*Children's Hospital*).

When Coulson's interrogation fails, an impatient Clairvoyant kills Edison Po and charges Raina with finding the truth. "To me, the exciting thing was to have Coulson and Raina together," writer and Supervising Producer Brent Fletcher says. "Because Raina has become this exciting and different villain for us, and it's always exciting to put that person with your hero." And while Coulson and Raina remain enemies, they share a common desire: Both desperately want to

know the full story behind Coulson's resurrection.

Meanwhile, on the Bus, the team wants to pull out all the stops to track down Coulson—and Centipede. But Hand has other priorities, causing them to question her true loyalty.

TESTING GROUNDS

To stage Coulson's prison, the crew transformed a scenic ghost town into a forgotten nuclear testing ground from the 1950s. Standing barns and homes were dressed with fallout signage and vintage mannequins to complete the illusion. In a particularly heartbreaking scene, Coulson escapes from his prison and emerges on a porch, where he finds Po enjoying an ice cream cone, unconcerned with Coulson's breakout. Po points out that the surrounding desert ensures the futility of escape.

The centerpiece of Centipede's makeshift interrogation room is "the Machine," a device reminiscent of a CT scanner and built from scratch by the Art Department. The Machine partially restores Coulson's memories and takes him back to the real Tahiti.

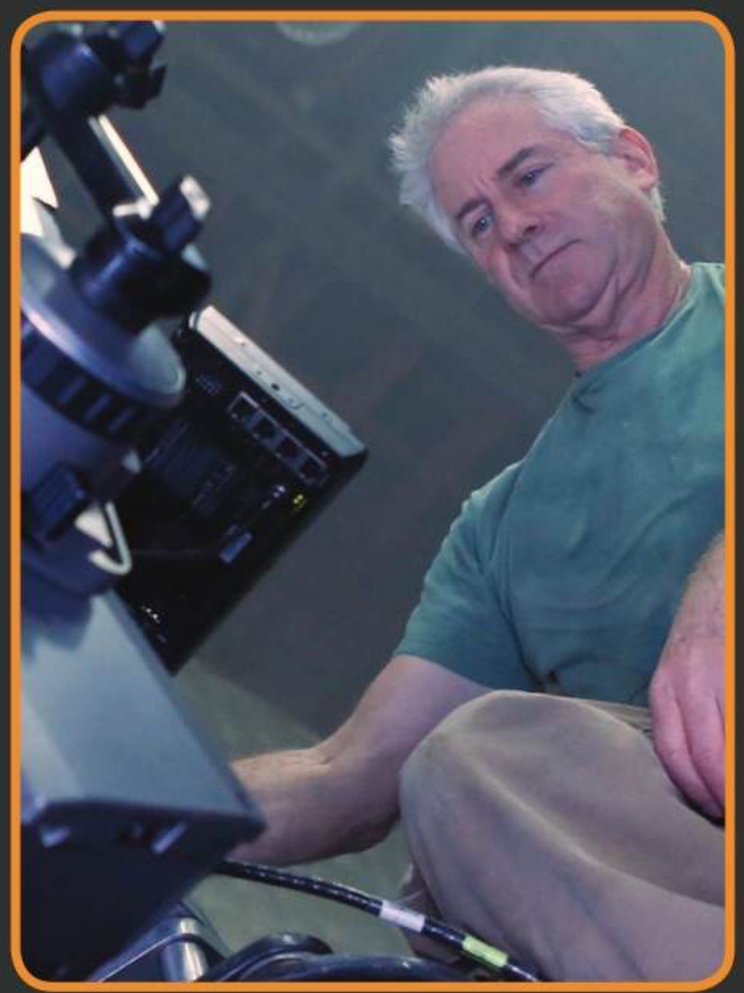
When Skye discovers Coulson's location, she "borrows" Rathman's Lamborghini. Skye kicks the car into gear and peels out like a pro, but driving cars is a sore spot for Chloe Bennet. Constantly teased for her driving record, and banned from driving the golf carts that zip around the studio lot, Bennet stalled the Lamborghini during rehearsal, making the producers nervous about the desert scene. Despite the teasing, Bennet pulled off the driving scenes without incident—and looked like a natural.

S.H.I.E.L.D. PROFILE

POSITION
CAMERA OPERATOR

PAST MISSIONS
Mortal Kombat (1995), *Spawn* (1997), *Buffy the Vampire Slayer* (2003), *Firefly* (2003)

ASSET DETAILS
The camera operator is the man behind the camera looking through the eyepiece for every shot. Easton carries out the instructions and vision of the director of photography as well as the director to make sure the shot composition and movement is exactly what they hoped to capture.



NAME:
EASTON, ALLEN D.

Early concept of the "Tahiti" operating room.

REBUILDING A BRAIN

As the Machine pieces together Coulson's memories, he begins to experience a surreal juxtaposition of his happy recollections of Tahiti and the truth about his gruesome operation. The production filmed several elements that the Visual Effects team then composited together.

A grass hut built in a corner of Stage 15 and surrounded by greenscreens doubled for the tropical Tahiti beach. Parts of Coulson's serene, implanted memories were filmed here to replicate a dream sequence that first appeared in the tag for "The Well." The second element was a practical operating theater, where actor Clark Gregg laid on an operating table wearing a green-screen cap. The Visual Effects team extended the scene to include a viewing booth and the horrifying robotic device that would operate on Coulson's brain.

"It was written in the script as an alien robot," Visual Effects Supervisor Mark Kolpack says. "I told the artists that I wanted to see a mix between Edward Scissorhands and a black widow spider. I wanted the needles moving at a high rate of speed like it's doing this incredible neurological surgery lightning fast." The Visual Effects team added small bolts of electricity to show neurological activity each time the needles touched areas of the brain.

The complete sequence blurs the horrific and soothing like a Salvador Dali painting, surreal and dreamlike. "I wanted things to melt," Kolpack says. "And things that would blend, and things that were disturbing and in some ways confusing."

The spider-like device used to reconstruct Coulson's brain, created by the Visual Effects Department.

00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 11_19_13

MISSION END: 12_02_13

MISSION TRANSMISSION: 01_14_14

SEEDS

Written by Monica Owusu-Breen & Jed Whedon
Production Dates: November 19, 2013 – December 2, 2013
Original Airdate: January 14, 2014

Mission Briefing

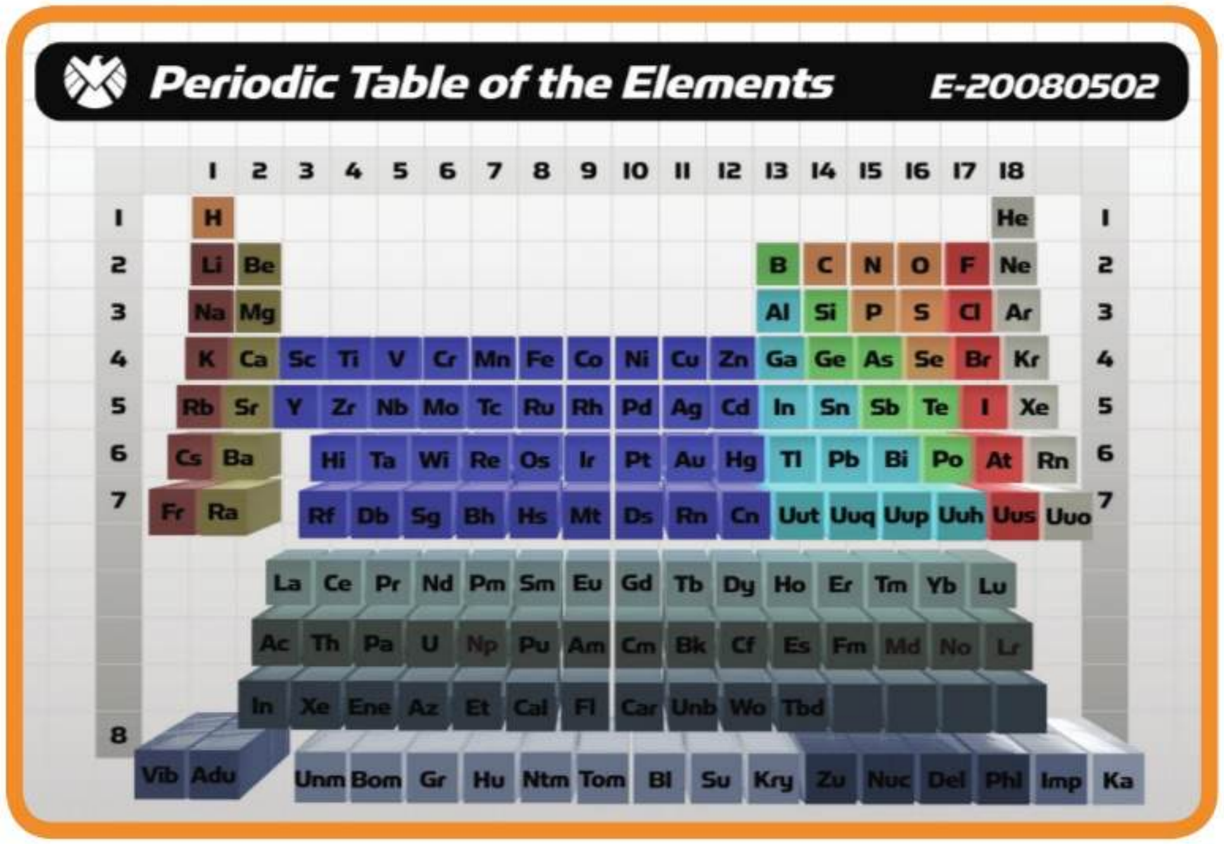
An accident leaves the S.H.I.E.L.D. Academy of Science and Technology shaken: When a swimming pool freezes instantaneously, several students are almost frozen with it. The device responsible appears to be the design of former students Fitz-Simmons. The two agents, along with Ward and Skye, are sent to consult on the investigation. Student Donnie Gill has been working on a freezing device to sell to Ian Quinn; he just needs one component to finish the machine, and Fitz unknowingly helps him. Gill's freezing device is successful causing a major super-storm over the Academy. The team is just barely able to navigate the storm to stop the device and take Gill into custody. Meanwhile, investigating Skye's past, May has uncovered a lead in Mexico City. Hoping to distract Coulson from his recent discovery that he was dead for days before his resurrection, she takes him with her to track down former S.H.I.E.L.D. Agent Richard Lumley, who was part of a team that investigated the destruction of a Chinese village. The team found an 0-8-4 there, a baby with unknown powers. Lumley and another agent, Avery, hid the child in the foster system, and then went off the grid to protect themselves. He warns Coulson and May that wherever the girl goes, death seems to follow.

Field-Op Notes

- On the S.H.I.E.L.D. Wall of Valor, Skye zeroes in on the name James Buchanan Barnes—the man who fought at Steve Rogers' side during World War II.
- Agent May divulges her secret physical relationship with Ward to Coulson while in Mexico.
- In the tag, we learn that Ian Quinn is also taking orders from the mysterious Clairvoyant.

Running Behavioral Observations

- "Tahiti: It's..." – 1

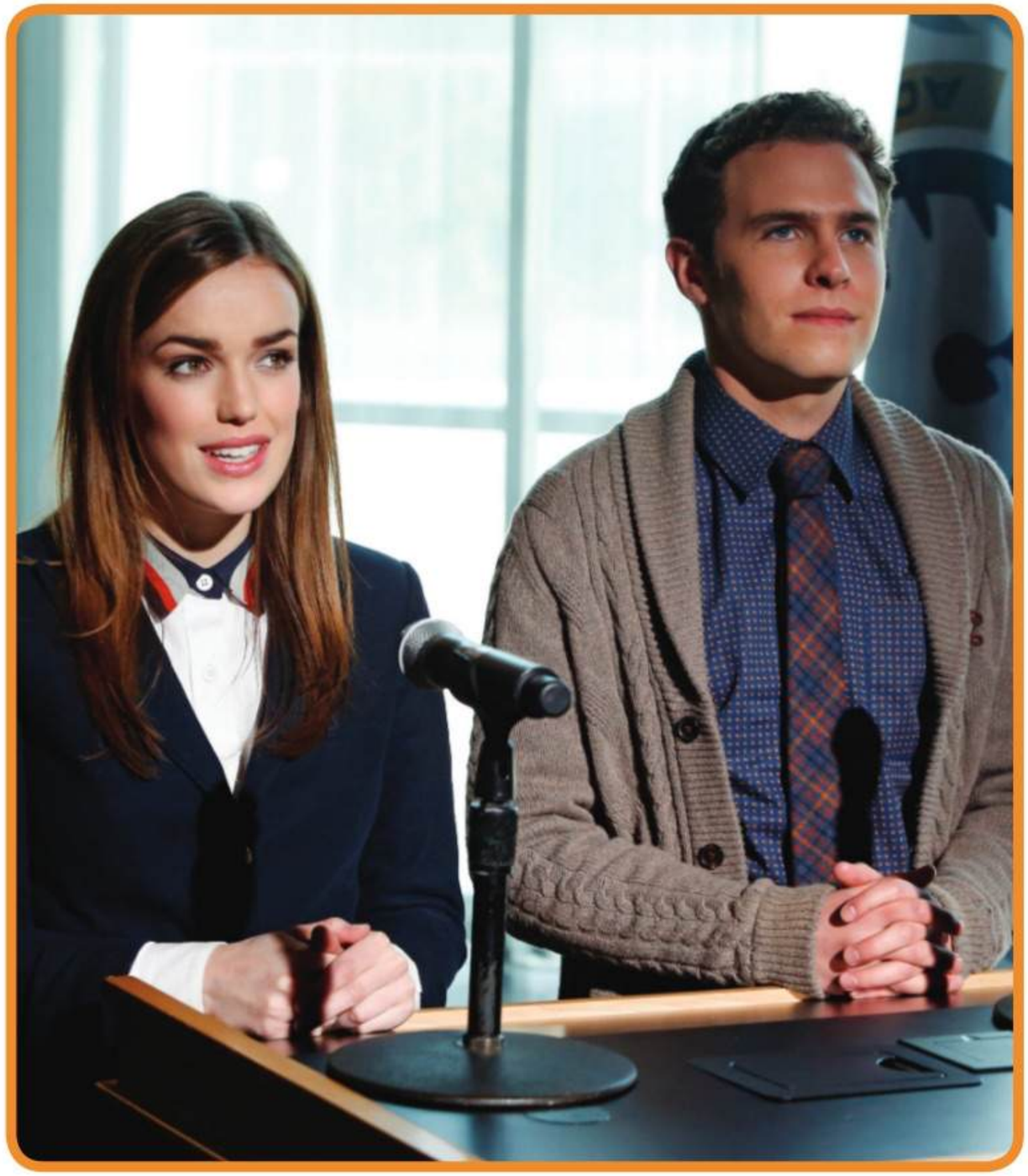


The S.H.I.E.L.D. Academy logo (Geoffrey Mandel).

CREATING A POLAR VORTEX

"Seeds" introduces the S.H.I.E.L.D. Academy of Sciences and Technologies, providing a glimpse into S.H.I.E.L.D.'s training infrastructure.

"We knew we wanted to do an Academy episode," writer and Co-Executive Producer Monica Owusu-Breen says. "But given the fallout of what happens [in *Captain America: The Winter Soldier*], we knew that it had to be in the first handful of episodes. Because it's now or never."



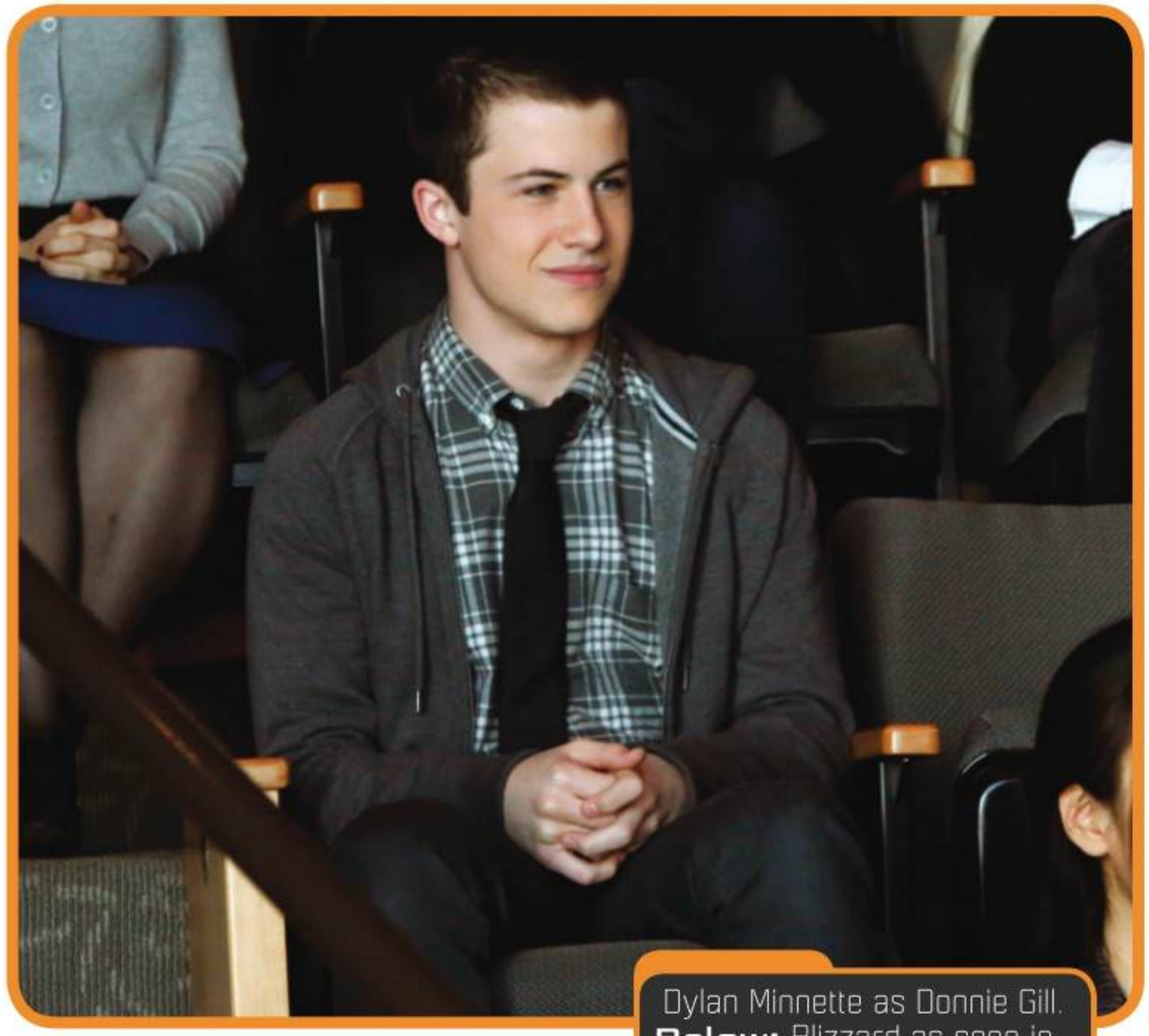
In field operations, Fitz and Simmons are usually fish out of water. But back at their old stomping grounds, Fitz-Simmons are confident and respected. The Academy is the backbone of the pair's rivalry and friendship.

"They're such good friends. It's so rare to see friendships on television," Owusu-Breen says. "Especially comparing it to a kid who was having a hard time."

That kid is Donnie Gill, the quiet yet brilliant student at the center of the terrifying events that nearly killed several classmates.

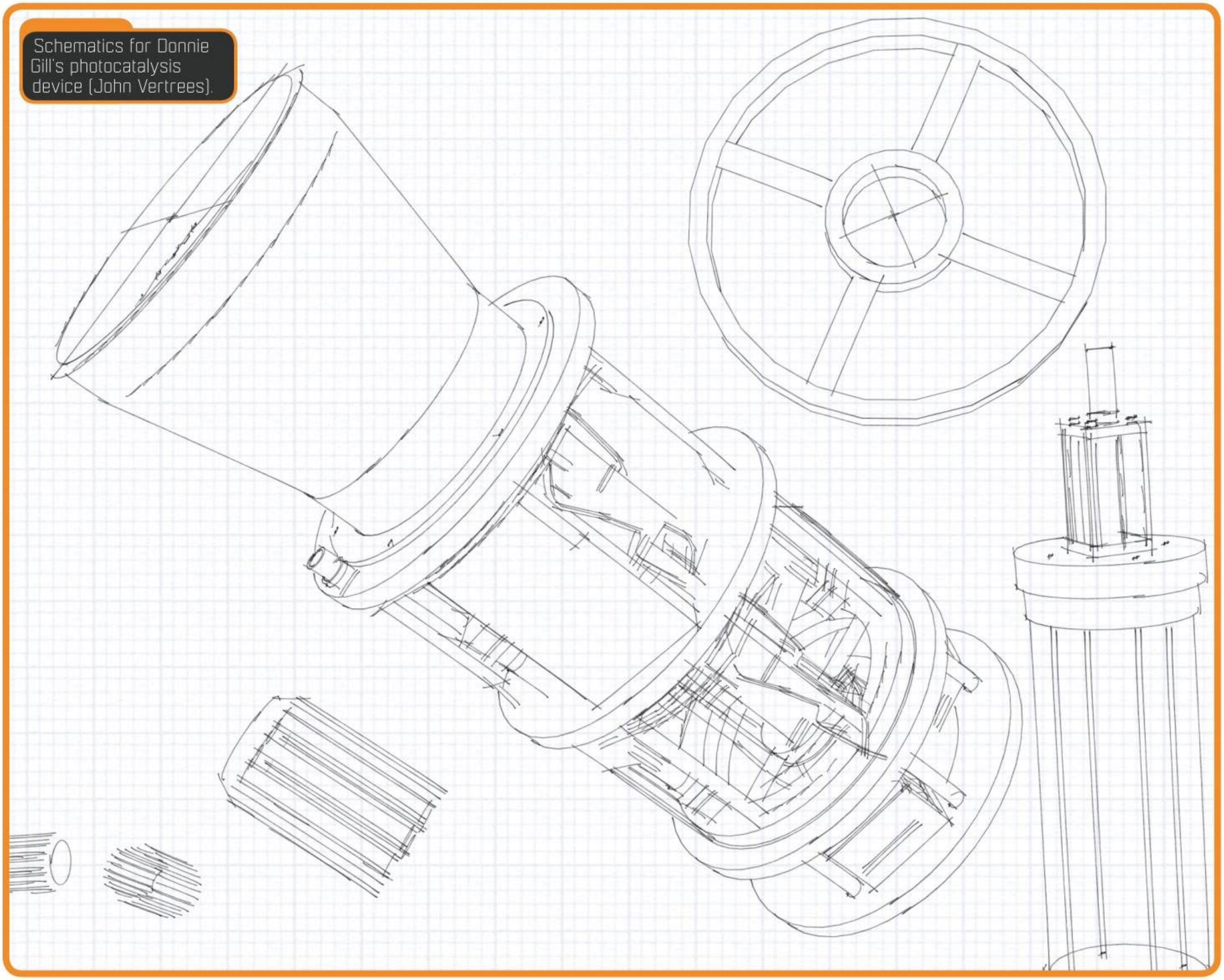
Gill made his first comic-book appearance in 1987's *Iron Man #223*. A reckless lackey of Justin Hammer, his costume enables him to control the weather. But as played by Dylan Minnette in *Marvel's Agents of S.H.I.E.L.D.*, Donnie is a vulnerable, angst-ridden prodigy—brilliant but misguided. Donnie's loneliness allows him to be manipulated by fellow student Seth, who wants to sell Gill's creations to Ian Quinn, who had already tried to harness the power of Gravitonium in "The Asset."

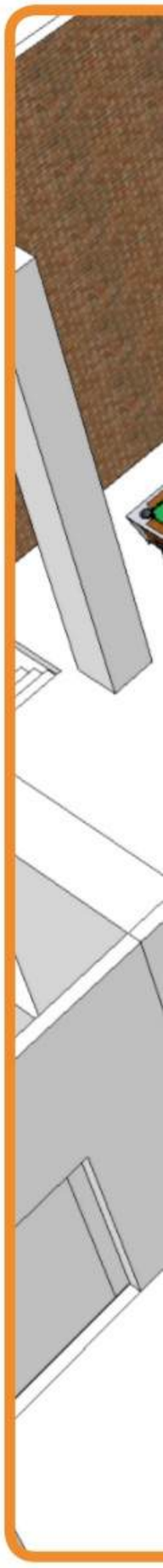
"The line between super hero and super villain is pretty slim," Owusu-Breen says. Fitz was just as isolated as Gill, but Simmons drew him out of his shell. And that friendship made all the difference.

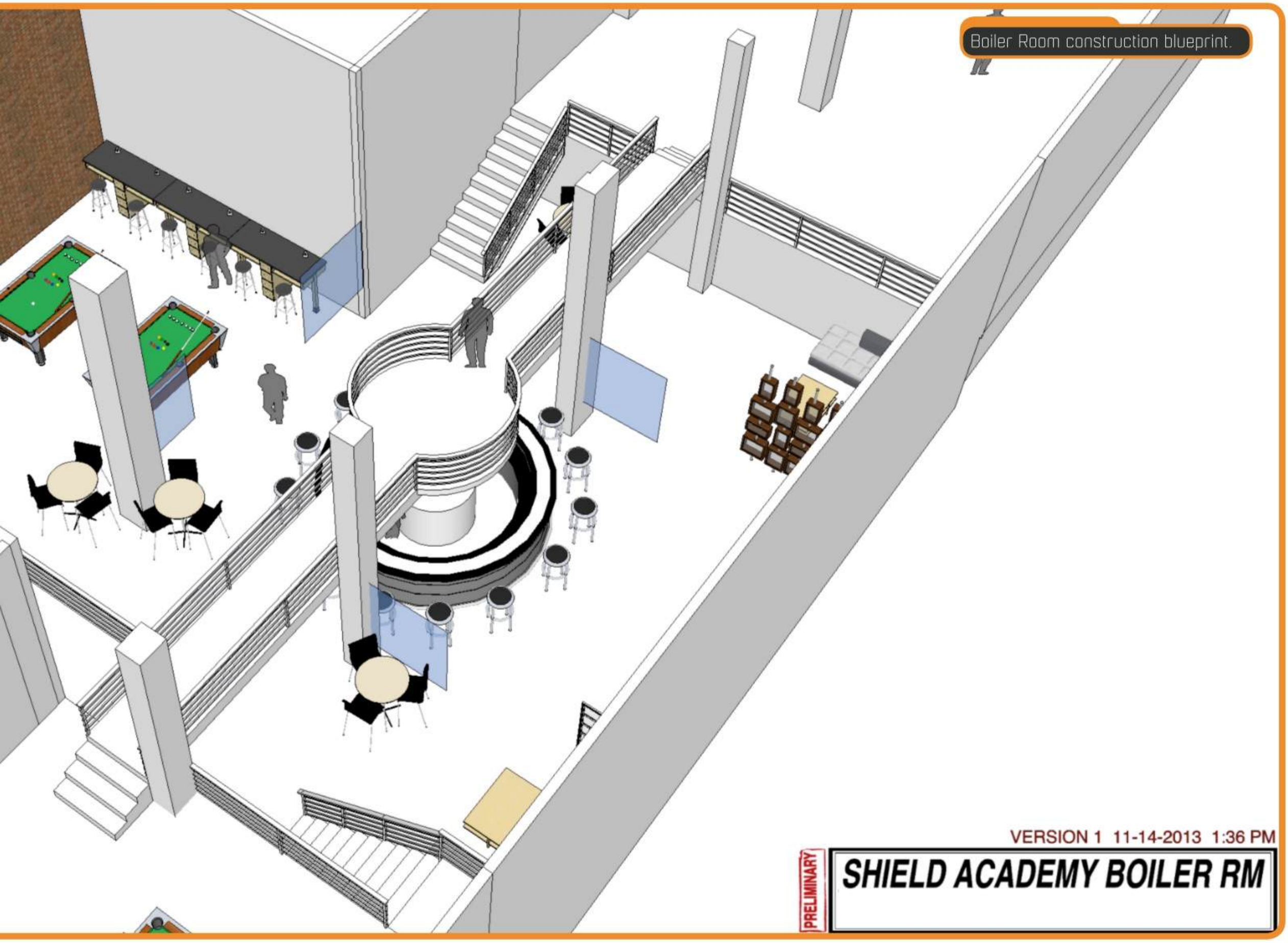


Dylan Minnette as Donnie Gill. **Below:** Blizzard as seen in the Marvel comics.

Schematics for Donnie Gill's photocatalysis device (John Vertrees).






Boiler Room construction blueprint.
VERSION 1 11-14-2013 1:36 PM
PRELIMINARY
SHIELD ACADEMY BOILER RM

S.H.I.E.L.D. PROFILE

POSITION
SCRIPT SUPERVISOR

PAST MISSIONS
Boyz n the Hood (1991), *Lost* (2004), *Alias* (2006), *Star Trek* (2009) *The Hunger Games* (2012)

ASSET DETAILS
The script supervisor ensures that the entire script is covered and filmed as needed. Gilliam keeps a detailed report of all the actors' movements, gestures, and the order in which they act things out (otherwise known as continuity) to make certain that the sequences, which are filmed out-of-order, still make sense to the audience.

NAME:
GILLIAM, DAWN

ACADEMY IN THE CANYON

The S.H.I.E.L.D. Academy of Sciences and Technologies needed to appear cutting-edge yet also feel like a military school. To convey both aspects, the production team chose the College of the Canyons in Santa Clarita, California, for its modern yet industrial architecture. The school's Honor Grove and Aliso Hall doubled for the S.H.I.E.L.D. Academy's Exobiology Department and the site of the team's introduction to Agent Anne Weaver (Christine Adams). Weaver, the head of the Academy of Sciences and Technologies, was one of Fitz-Simmons' greatest champions throughout their academic career and remains among their most trusted resources and mentors.

The Academy's impressive Boiler Room set, built in downtown Los Angeles, was envisioned as a stylish hangout where the Science and Technologies students could unwind.

"We thought a lot about what it would be like to have all the greatest scientific minds in one area," Owusu-Breen says. "Because there's such a fun in learning. And it was really fun to come up with the underground bar that they go to because it was just like if you had all this ability, what would it look like?" S.H.I.E.L.D.-themed decorations, from periodic tables to pool tables, populated the set, and those with a sharp eye might see some vintage Captain America posters. "I love the idea that the professors know that this bar exists, but they kind of let it happen," Owusu-Breen adds. "Because it's like we have to have rules, but we also know that scientific imagination when left unfettered can do really interesting things, too."

The writers loved the set. In fact, the

S.H.I.E.L.D.-logo-adorned pool table from the Boiler Room was so popular it ended up in the writers' offices for the remainder of the season.

The Academy's Wall of Valor went through several conceptual iterations. The original script included a monument to the fallen fronted by a large display of Steve Rogers/Captain America's original U.S.O. uniform, since Rogers was a member of S.H.I.E.L.D.'s Operations wing. Ward tells Skye he once shook Rogers' hand. But the sequence was omitted, and the wall took on a more traditional military-memorial look.

IN THE EYE OF THE STORM

With the pool-freezing and climactic super-storm scenes, "Seeds" was one of the season's more effects-heavy episodes. Two of the show's go-to vendors handled most of the work—CoSA on the freezing effects, and FuseFX on the hurricane sequence.

It all began with a shoot atop the Zorro parking lot at Disney Studios in Burbank, California. Actors Dylan Minnette and Daniel Zovatto were filmed as a flurry of monstrous artificial hailstones were hurled at their truck. The Visual Effects team and FuseFX intensified the storm by inserting a maelstrom of computer-generated hail and replacing the sky with menacing footage of an actual hurricane.

"We got really lucky because on the day, we ended up having a very thin layer of overcast sky," Visual Effects Supervisor Mark Kolpack says. Thanks to the clouds, the Visual Effects artists didn't have to paint out the shadows of the actors or any other elements that would be cast on a typically warm and sunny Southern California day.

A satellite image of a real hurricane was manipulated using 3-D projection to convey the appearance of movement. The Bus was animated skimming toward the eye of the storm, illustrating the hurricane's size compared to the S.H.I.E.L.D. plane. To depict the peril faced by Coulson, Fitz, and Simmons on the open loading ramp, the crew turned to a time-honored technique.

"Because the back of the cargo hold is a set, it's on a stage and there's no hydraulic motion base that moves it around or anything," Kolpack explains. "So we had the ramp come down and the actors in unison all did the 'Star Trek,' rocking the camera and leaning from one side to the other as if they're being tossed around." The Visual Effects team then rotoscoped out the soundstage surrounding the plane and added a downward motion to simulate its descent onto the parking garage roof.

"It was all about generating the believability of this storm," Kolpack says.

Computer-generated simulations were composited into live-action footage to create the fully rendered hurricane.

00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 12_03_13

MISSION END: 12_13_13

MISSION TRANSMISSION: 02_04_14

Written by Lauren LeFranc & Rafe Judkins
Production Dates: December 3, 2013 – December 13, 2013
Original Airdate: February 4, 2014

Mission Briefing

Learning that Ian Quinn has purchased an unspecified piece of hardware from Cybertek, Coulson's team launches an elaborate undercover operation to tag and track the package—en route to Quinn aboard a heavily guarded passenger train traveling through the Italian countryside. Each member of the team has developed a backstory for the mission: Coulson and Simmons are father and daughter, May and Ward are lovers on holiday, and Skye and Fitz are young backpackers in love, and the first portion of the story unfolds from different perspectives. But the plan quickly goes south; the armed mercenaries on the train are ready for Coulson's team. Separated in the chaos, the team scrambles to locate the package and Quinn. Skye stumbles upon both at the same time and learns that the hardware is a cybernetic leg for Mike Peterson, injured in the blast that seemingly claimed his life. Skye pays greatly for her discovery when Ian Quinn puts two bullets in her stomach by order of the Clairvoyant. The rest of the team arrives just in time to place the wounded Skye into a hyperbaric cryo-chamber and take Quinn into custody.

Field-Op Notes

• Stan 'The Man' Lee makes his first *Agents of S.H.I.E.L.D.* cameo as a debonair gentleman on the train with a beautiful lady on each arm.

• The last image we see is a serial number and model on Mike Peterson's Cybertek leg: proclaiming his cybernetic leg MODEL #BL23R and Version 5.01 of Project Deathlok.

Running Behavioral Observations

• Kiss on Fitz's Cheek - 1
• Simmons: The Terrible Liar - 1
• Fitz: Down for the Count - 1

SWITCHING THE TRACK

"T.R.A.C.K.S." fittingly represents a junction point in the series as it builds to *Captain America: The Winter Soldier*. The stakes are higher, and change is coming.

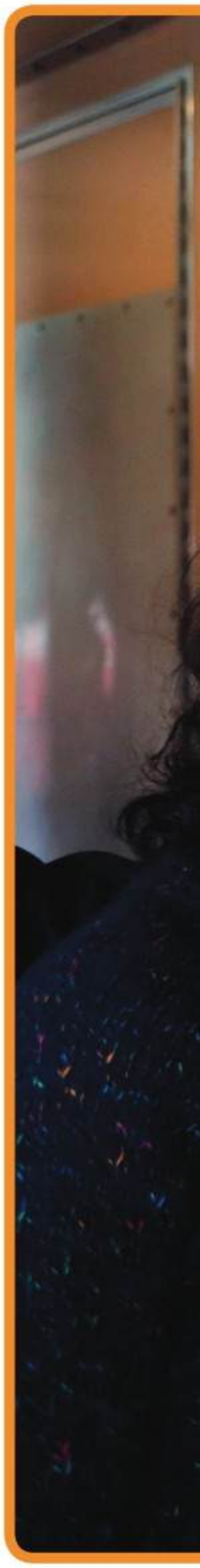
At the conclusion of the episode, Skye is shot by Quinn and found on the verge of death by Coulson. The two now share a common pain, and their bond is strengthened.

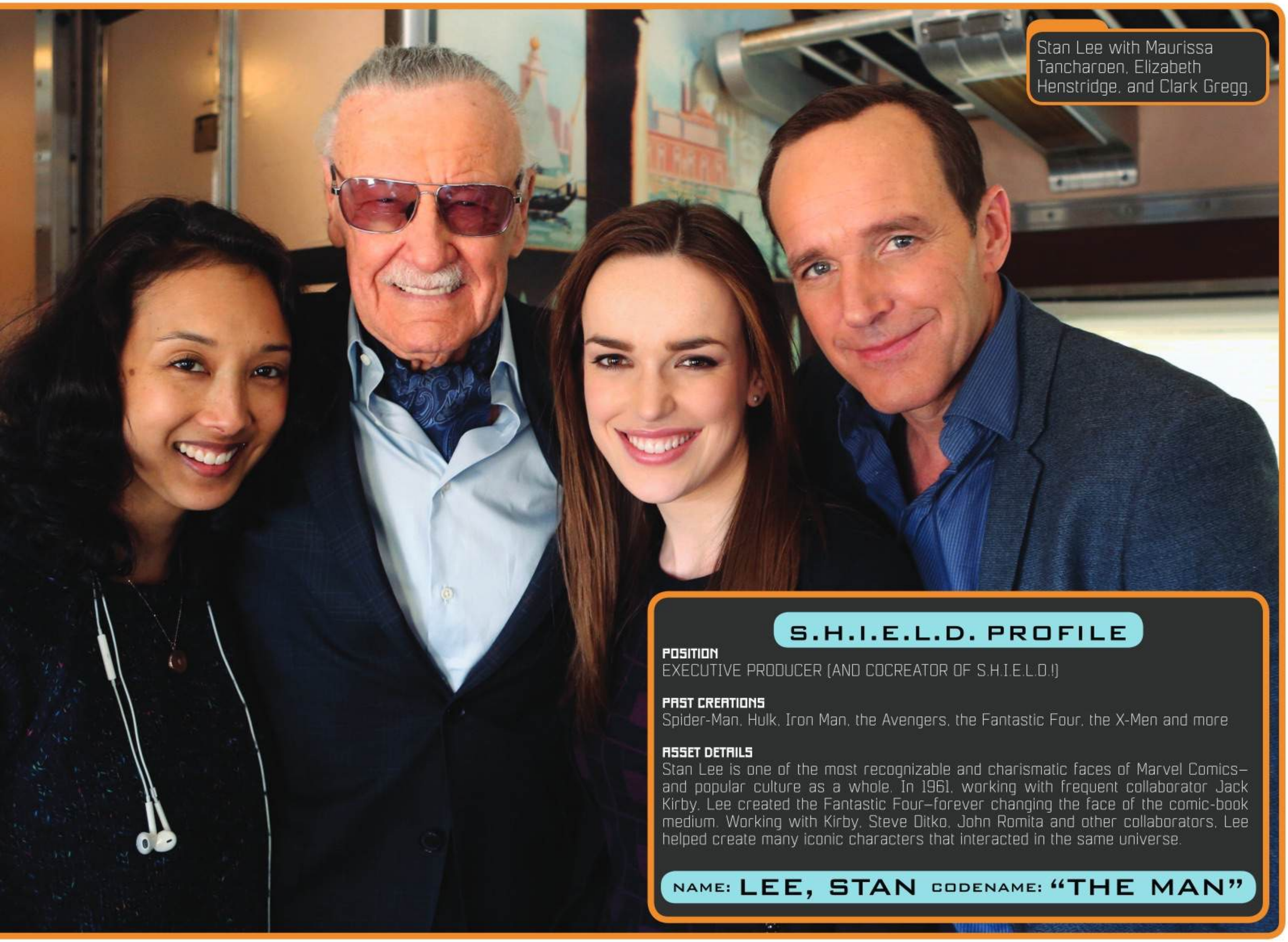
Chloe Bennet had a particularly difficult day filming the sequence. Covered in fake blood, Bennet had to crawl on the ground for hours gasping for life and pleading for help.

The poignant scene naturally created a solemn set. But the quiet was periodically punctuated by blaring police sirens and the "ho ho ho" of a Santa Claus on a bullhorn—part of a neighborhood holiday parade circling the soundstage. While distracting to the cast and crew, the interruptions provided moments of levity amid an intense shoot.

The episode also featured a cameo by Stan "The Man" Lee, cocreator of some of the most notable characters in the Marvel Universe, making his *Marvel's Agents of S.H.I.E.L.D.* debut. Lee's debonair gentleman tells Coulson, in true Stan Lee style, "Now is your chance to do better. Why don't you see that you take it?" For the cast and crew, it was a memorable visit from the man responsible for the entire enterprise.

The following day, Ming-Na Wen—who has a terrifying fear of heights—had to muster the courage to look confident and daring as Melinda May as she walked atop a moving train for the opening sequence. Perhaps some of Lee's words of wisdom helped fuel her bravery: She smoothly completed the wide shot to the applause and congratulations of the entire crew.





Stan Lee with Maurissa Tancharoen, Elizabeth Henstridge, and Clark Gregg.

S.H.I.E.L.D. PROFILE

POSITION
EXECUTIVE PRODUCER (AND COCREATOR OF S.H.I.E.L.D.!)

PAST CREATIONS
Spider-Man, Hulk, Iron Man, the Avengers, the Fantastic Four, the X-Men and more

ASSET DETAILS
Stan Lee is one of the most recognizable and charismatic faces of Marvel Comics—and popular culture as a whole. In 1961, working with frequent collaborator Jack Kirby, Lee created the Fantastic Four—forever changing the face of the comic-book medium. Working with Kirby, Steve Ditko, John Romita and other collaborators, Lee helped create many iconic characters that interacted in the same universe.

NAME: **LEE, STAN** CODENAME: **"THE MAN"**

RUNAWAY TRAIN

Writers and Producers Rafe Judkins and Lauren LeFranc loved the idea of a non-linear story that took place on a moving train. To increase the dramatic effect, they divided the team and put each agent in jeopardy.

"What we wanted to do with this episode was send them all on one mission together, and then see each of their perspectives on it—so that you really get to spend an act with every character, and get just a little more insight into who they are and how they approach the different situations," Judkins says

The production traded the Italian countryside for the Fillmore & Western Railway in Fillmore, California, the self-proclaimed "Home of the Movie Trains." Numerous trains from various historical periods are available for filming, including the one that doubled as Cybertek's chosen mode of transportation.

Italian mural for the train interior (Geoffrey Mandel).

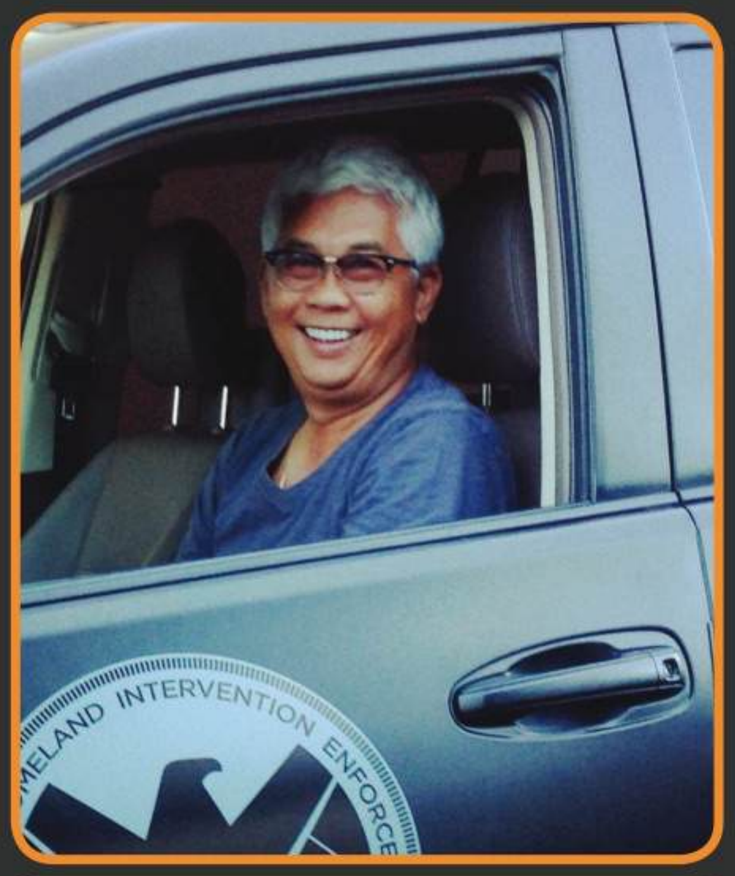
The crew sets up outside the Fillmore & Western Railway in Fillmore, California.

S.H.I.E.L.D. PROFILE

POSITION
TRANSPORTATION COORDINATOR

PAST MISSIONS
Batman Returns (1992), Almost Famous (2000), Mission: Impossible III (2006), Star Trek (2009)

ASSET DETAILS
The transportation coordinator is charged with the movement of the crew—including trailers, trucks, and any other vehicles needed to get people and equipment from location to location. Tancharoen is also responsible for populating the show with cool cars and vehicles, from Lamborghinis to S.H.I.E.L.D. transports. This particular transportation coordinator has an extra responsibility: He's Maurissa Tancharoen's dad.



NAME:
TANCHAROEN, TOMMY

ENTER DEATHLOK

Exiting the hospital after a visit with "Debbie," his Centipede doctor in the pilot episode, Mike Peterson turns back and quips, "This is an origin story." And it was. Deathlok would play a significant role in the season's build and climax.

Speculation began with fervor once Mike reappeared in "The Magical Place." He was burned, missing a leg, and fitted with a cybernetic eye implant. Keen Marvel fans had started to put it together, but all doubt disappeared in the hyperbaric chamber in Ian Quinn's wine cellar.

The cellar was another spectacular multilevel set designed on Stage 16 by Production Designer Gregory Melton and his team. Because no existing medical device had the right look, the production team needed to build the hyperbaric chamber from scratch—so quickly, it turned out, the paint was literally drying as the set was wheeled in for filming.

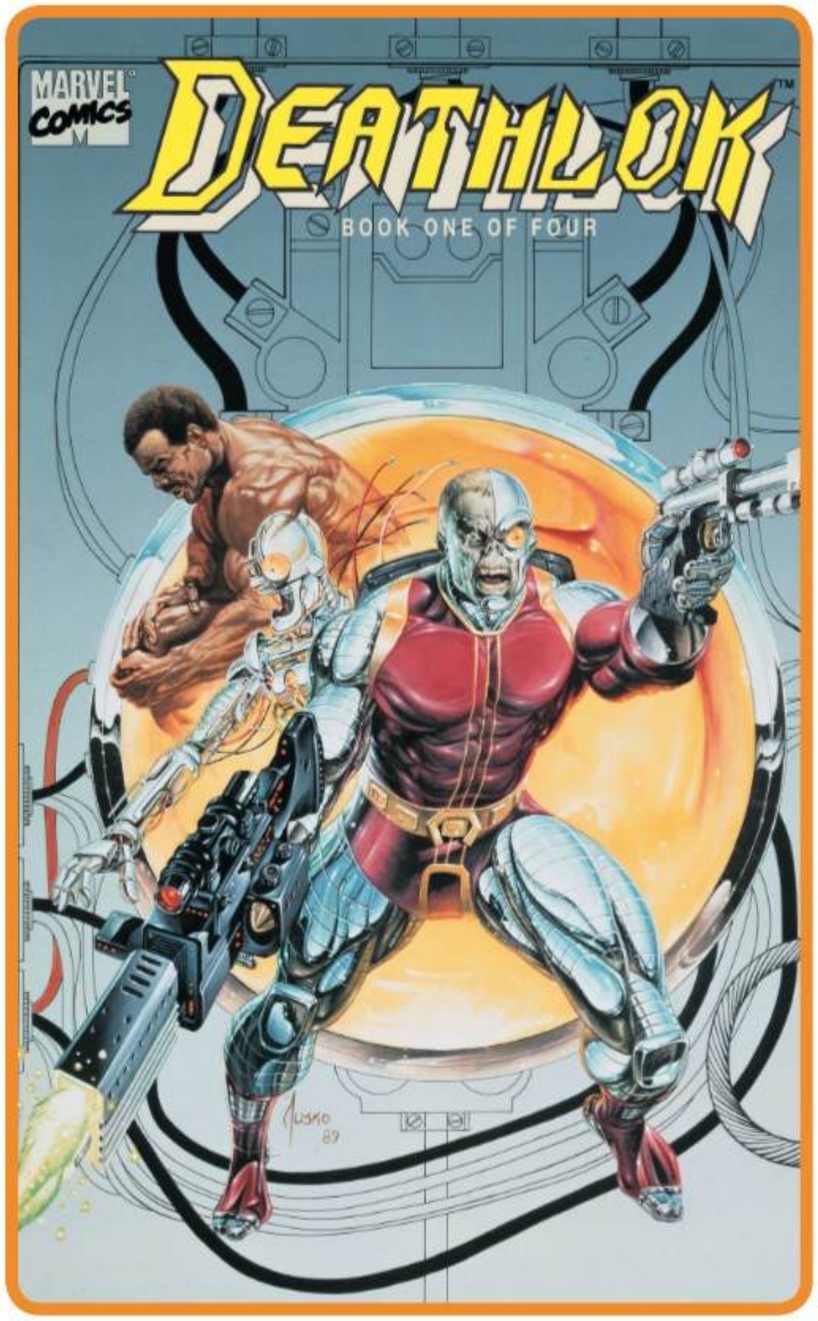
The chamber would see Mike's transformation into Deathlok. As Skye watches, Mancini (T.J. Ramini) delivers the valuable Cybertek package—a cybernetic leg. J. August Richards' leg was covered from thigh to toe in a greenscreen sock and tracking markers. Two cuffs were required from the props department to create the illusion of the technology replacing Peterson's amputated limb. The first cuff is a complete and uninterrupted circle which Mancini pulls from the case. This version featured lights and details fit for the prop's close-up. But as actor J. August Richards still definitely had a full leg, a second flexible cuff with a split right down the center was necessary to place over his thigh which then clicks into place, like a watch.

After the cuff was in place, Mark Kolpack and his team of artists animated the mechanical leg expanding from the cuff and clicking into place as Peterson stands and screams in pain.

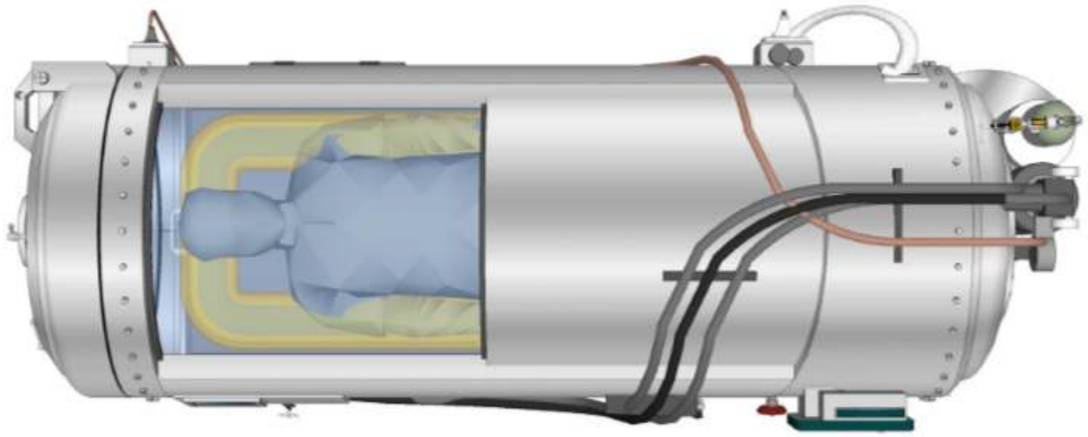
"It's two different processes on that for the reveal: effects animation driven on the thigh, and key-frame animation from the knee down," Kolpack says. "It was two different artists doing it, and they both looked seamless. They both had really cool qualities to it."

The effect was entrusted to FuseFX and artist Ignacio Garceron to ensure that the mechanics of the leg were accurate and grounded in reality.

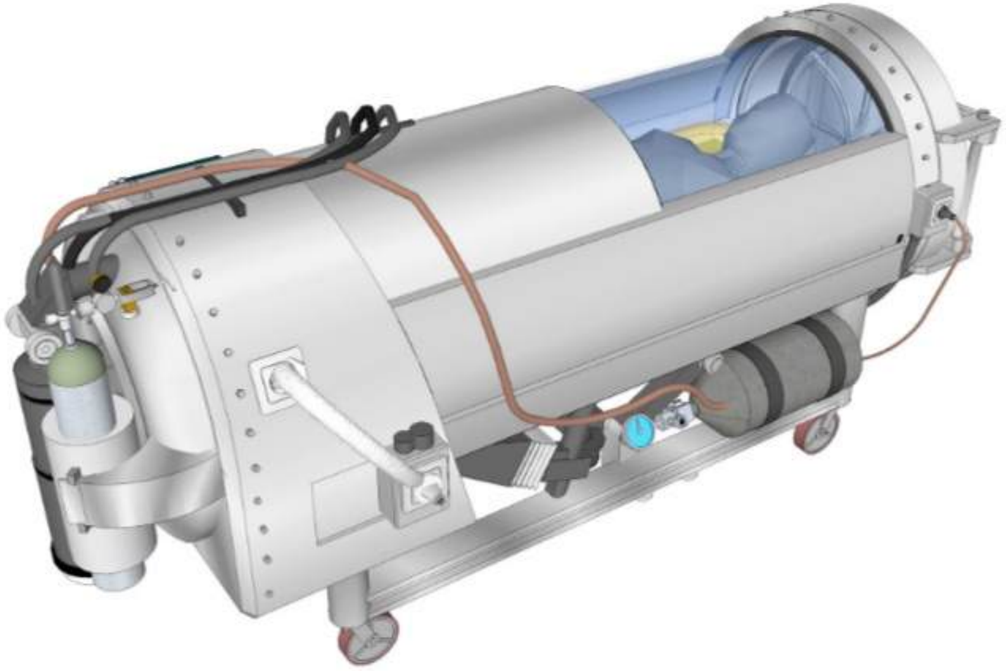
The result is a visual effect that appears painfully real.



PERSPECTIVE #1



PERSPECTIVE #2



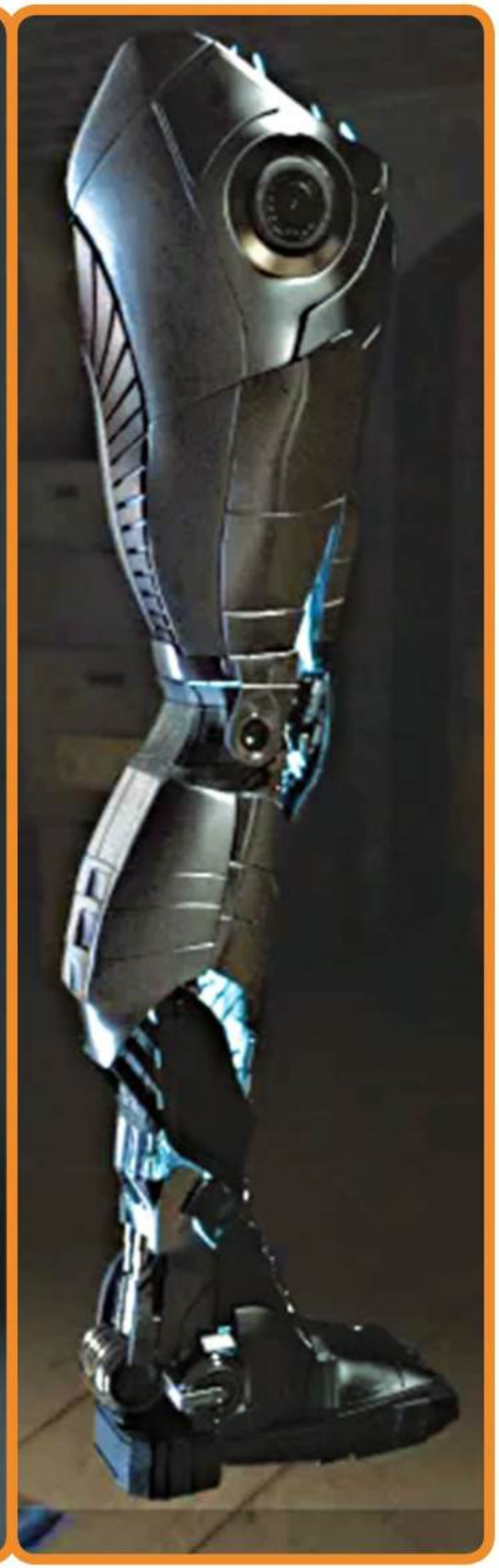
PERSPECTIVE #3

PERSPECTIVE #4

VERSION 2 12-03-2013 08:29 AM

SET	HYPERBARIC CHAMBER		STAGE NO. TBD
TITLE	ELEVATIONS		SET No. 283
PRODUCTION DESIGNER	GREG MELTON		SHEET NO. 1
ART DIR.	ROLAND ROSENKRANZ		
CONCEPT DESIGNER	PETE LAWRENCE	DRAWN BY J. VERTBEES	OF 3
SCALE	1-1/2" = 1'-0"	DRAWING NO. 113	

The Art Department's final concept for Mike Peterson's hyperbaric chamber.



Several Art Department variations of Deathlok's cybernetic leg.

00:00 43:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 12_13_13

MISSION END: 01_07_14

MISSION TRANSMISSION: 03_05_14

T.A.H.I.T.I.

Written by Jeffrey Bell
Production Dates: December 13, 2013 – January 7, 2014
Original Airdate: March 5, 2014

Mission Briefing:

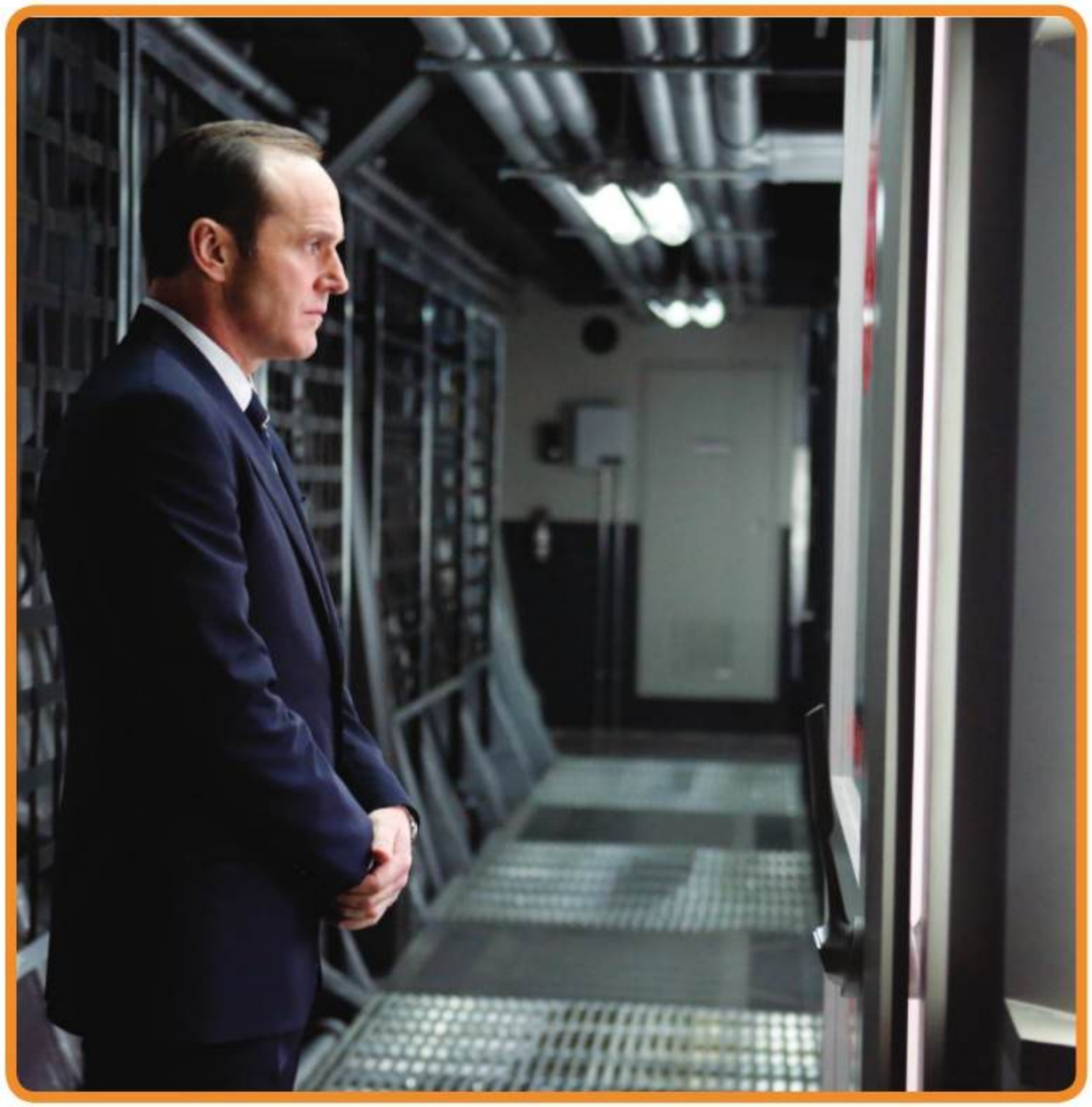
Coulson and his team rush Skye to a S.H.I.E.L.D. medical facility in Switzerland. The diagnosis is grim: There's nothing that can be done to save her life. But Coulson begs to differ, knowing someone or something was able to bring him back from the dead. Coulson entrusts his "Death and Recovery Report" to Fitz-Simmons and sets out to find the facility where he was resurrected. Hoping Quinn has answers, Coulson refuses to release him into S.H.I.E.L.D. custody, and Agents John Garrett and Antoine Triplett board the plane to intervene. Garrett is convinced to help the team find a way to save Skye. Coulson and Garrett interrogate Quinn, who claims the Clairvoyant sees everything—except what happened to Coulson. Coulson is faced with a decision: Learn what happened to him to save Skye, giving the Clairvoyant exactly what he wants, or let Skye die. Fitz-Simmons are able to decrypt S.H.I.E.L.D. records that lead the team to a secret base called "The Guest House," where Coulson was operated on after the Battle of New York. They inject Skye with a drug called GH-325, seemingly saving her, while the facility explodes in the team's wake. But Coulson alone knows that the drug has been synthesized from alien materials.

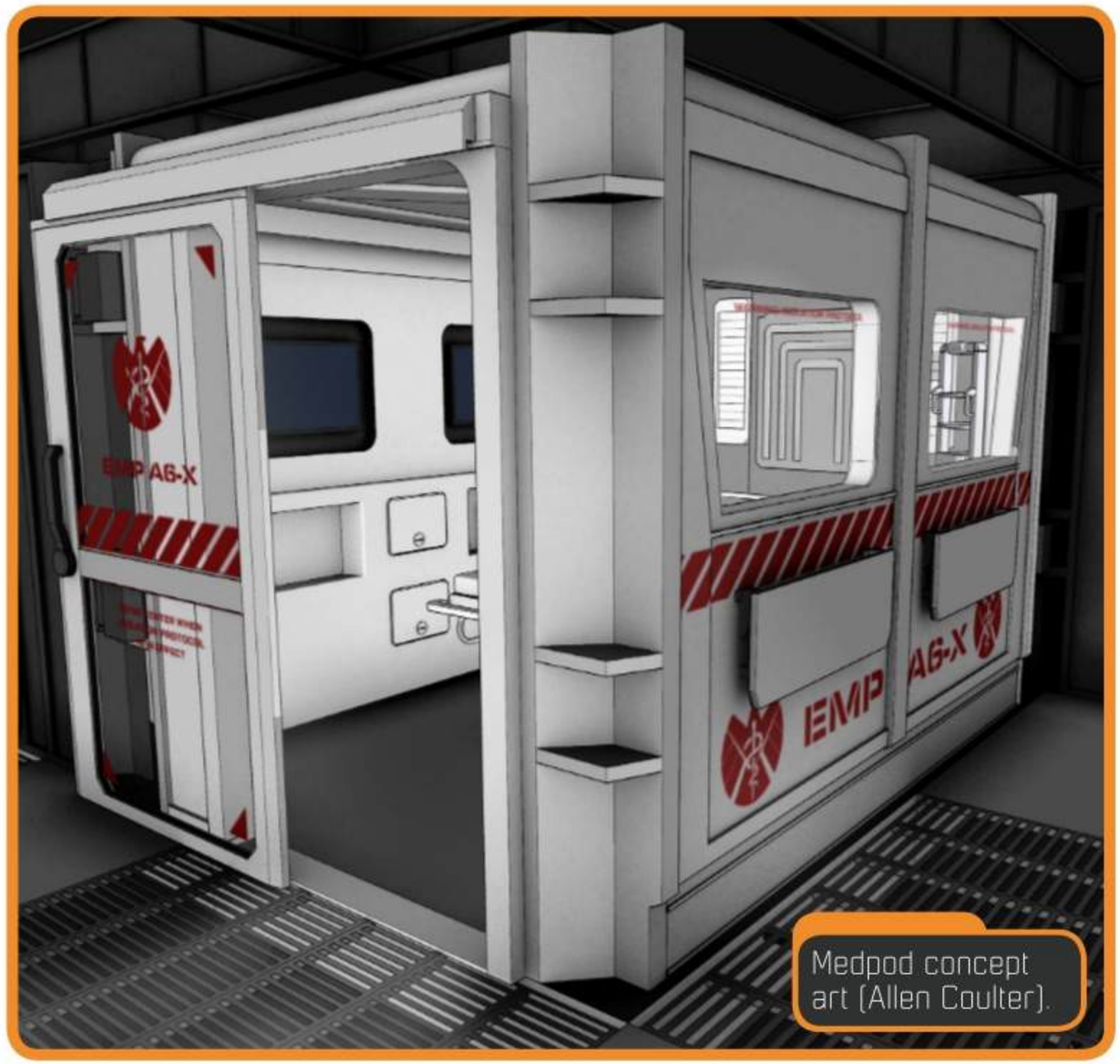
Field-Op Notes

- Garrett still beams with pride over a record-breaking 2,000-foot shot Ward took in Bandung when Garrett was his S.O.
- What is the mysterious GH-325, and what effects will the drug have on Coulson—and now Skye?

Running Behavioral Observations:

- "Tahiti...turns out, not so magical." - 1
- "If the job was easy, it wouldn't be any fun." - 1





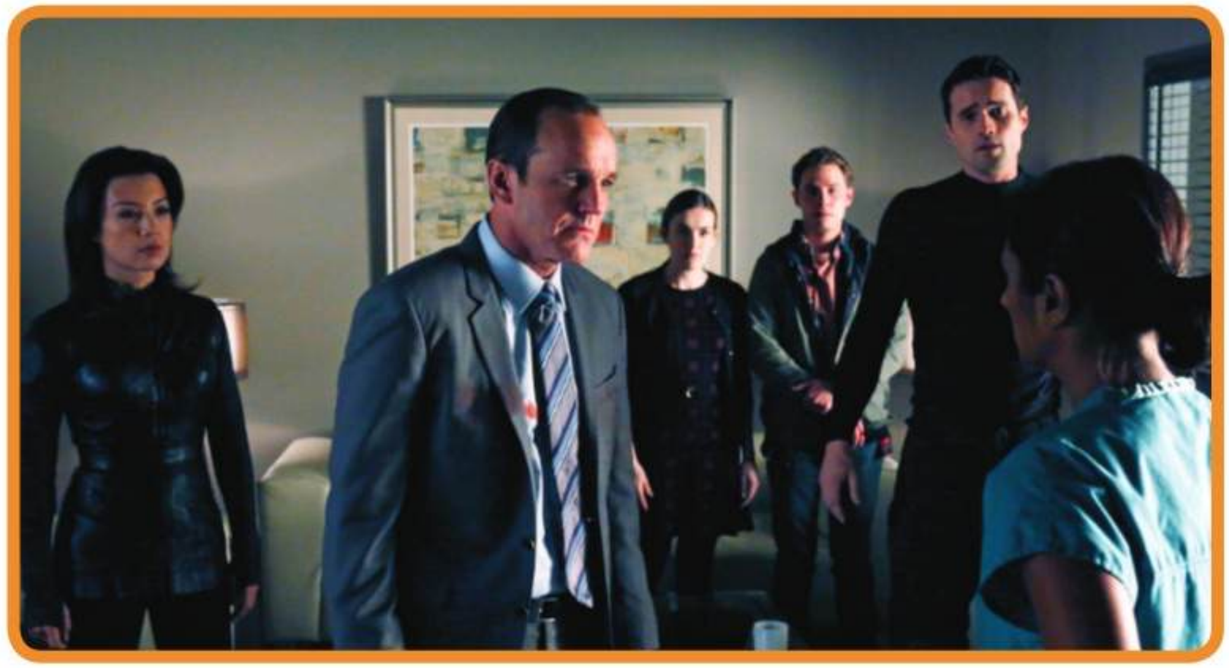
Medpod concept art (Allen Coulter).

SOME ANSWERS, MORE QUESTIONS

Left with no other options and Skye's life in his hands, Coulson disobeys a direct order, keeping Ian Quinn prisoner on the Bus as he puts a plan into motion to get Skye to the doctors that operated on him.

Enlisting the help of Fitz-Simmons, Coulson locates the top-secret facility where his operation took place. But the Guest House raises as many questions as it provides answers: Coulson stumbles on a room marked "T.A.H.I.T.I." Inside is a strange blue creature that appears to be the source for GH-325.

Unsure who he can trust, Coulson keeps his discoveries secret—even from Skye, whose blood now contains the same alien chemical.



BILL PAXTON

AGENT JOHN GARRETT

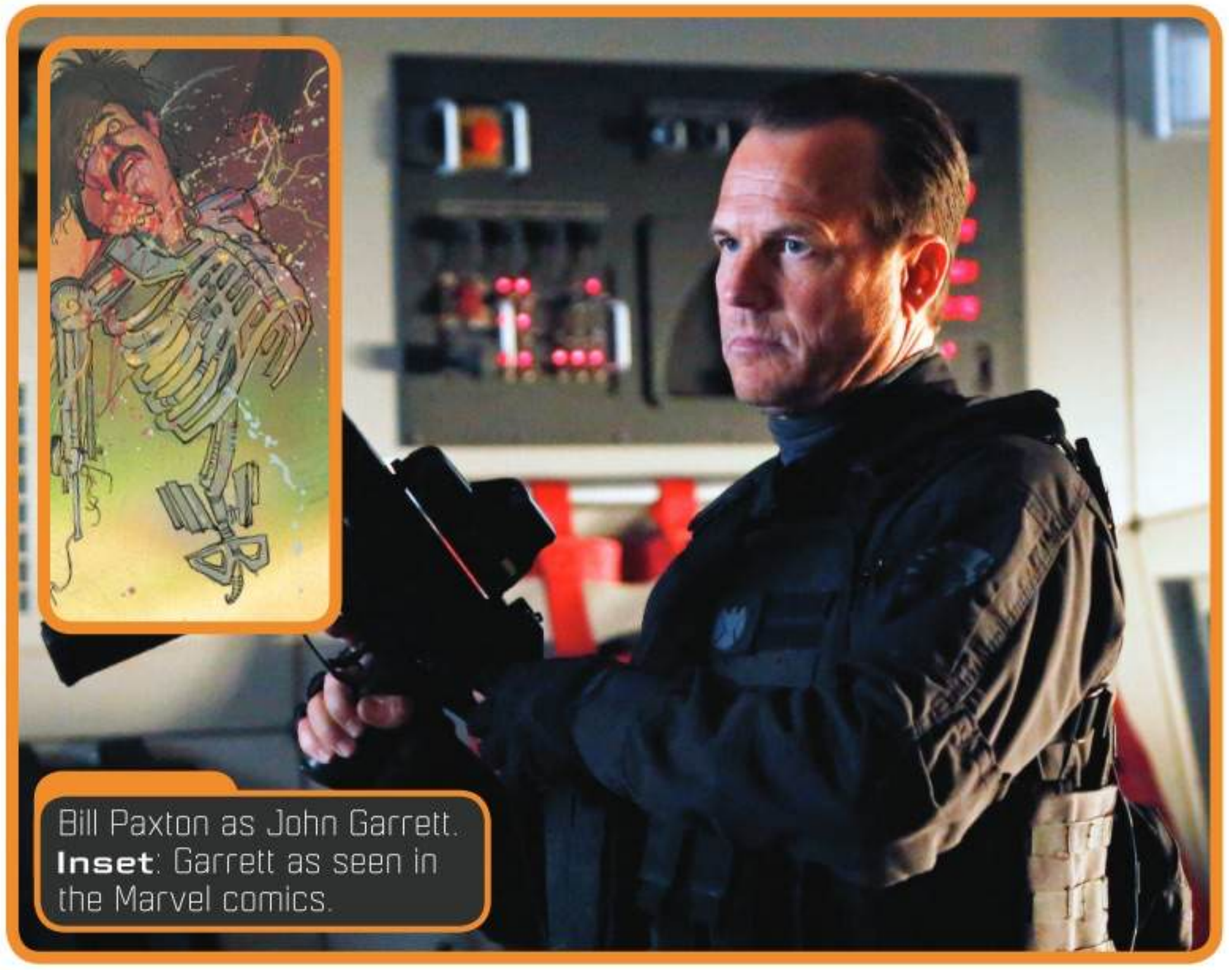
"When we were first conceiving of both Garrett and Triplett, the first words said were 'Bill Paxton,'" Executive Producer Jed Whedon says. "He's a guy who can deal with a tough situation, but is going to make a comment about it. And we had talked about bringing that kind of flavor to our team as a contrast."

A veteran of iconic roles in films such as *Aliens*, *Apollo 13*, and *Tombstone*, Paxton exudes a cowboy, cool attitude and battle-worn gravitas that adds grit to the show's sleek spy dynamic.

John Garrett, a gruff field agent and Ward's former S.O., arrives on the Bus to transport Ian Quinn to the Fridge, but he soon becomes integral in the hunt for Deathlok and Centipede. Paxton was drawn to the character as the kind of man who makes a strong ally and formidable enemy.

Behind the camera, Paxton and Clark Gregg quickly developed a rapport that mirrors the trust between Coulson and Garrett.

That trust would be challenged as the season continued. Paxton played a dual role: staunch warrior and malicious string-puller.



Bill Paxton as John Garrett. **Inset**: Garrett as seen in the Marvel comics.

B.J. BRITT

AGENT ANTOINE TRIPLETT

Agent Antoine "Trip" Triplett evinces a cool and calm demeanor as a mirror image to Ward—which meant casting the character was difficult. "He had to pull off the humor, and then also whip a gun out of his pocket and shoot you believably," Casting Director Sarah Halley Finn says. After only a couple casting sessions with the producers, they knew B.J. Britt (*One Tree Hill*) was their man.

Britt played the character with the same amiable quality the casting team saw in Brett Dalton's Ward. The charismatic Trip even caught Simmons' eye, to Fitz's dismay.

Later in the season, Coulson's team have trouble trusting Trip because of his former allegiance to Garrett. It's a struggle that colors his growing interest in Simmons, as well as his interactions with the rest of the team.

The Art Department's initial concept for Garrett's Jumpjet.

Set design for the Guest House interior.

PERSPECTIVE #4

VERSION 4 12-16-2013 09:17 AM

SET: GUEST HOUSE		STAGE NO. 16
TITLE: ELEVATIONS		SET NO. 294-302
LOCATION:		
PRODUCTION DESIGNER: GREG MELTON		SHEET NO. 1
ART DIR: ROLAND ROSENKRANZ	ART DEPT TEL:	
CONST COORD: PETE LAWRENCE	DRAWN BY: J.VERTREES	OF 6
SCALE: 1/4" = 1'-0"	EPISODE: 114	

BUILDING A GUEST HOUSE AND AN ALIEN

On screen, the Guest House appears to be one structure nestled safely into a mountainside, but three separate locations were needed to complete the set. A small hillside in San Pedro, California, served as the bunker's exterior. Coulson, Garrett, Ward, and Fitz's journey deep into the compound was shot at a water-treatment plant in California. Once they reach Level 4—and T.A.H.I.T.I. itself—filming returned to Stage 16.

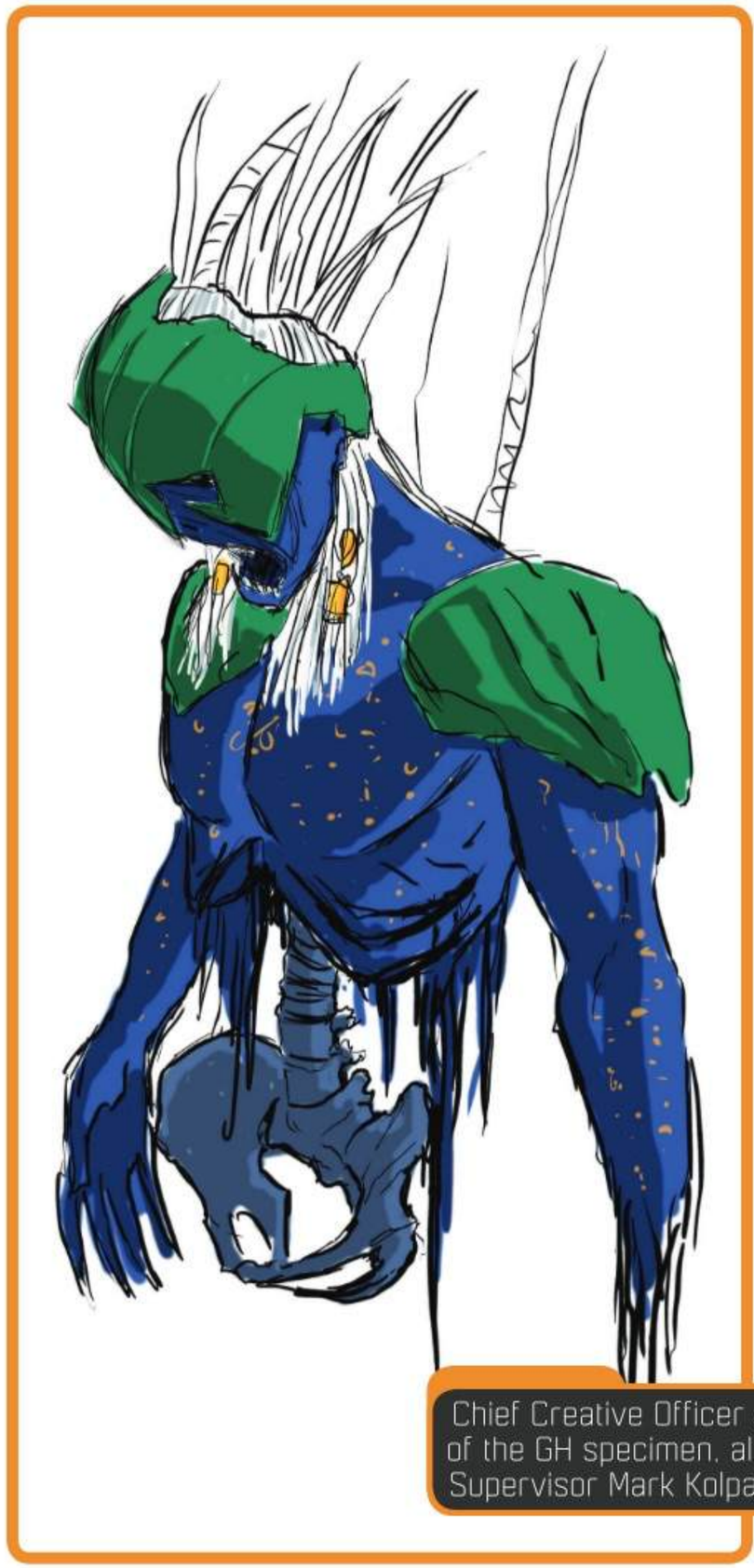
The set would also require the modular sub-level of the Bus built for "Repairs" as the team loaded an advanced quarantined medical pod into the plane's hull.

Skye's life-support system is the best technology S.H.I.E.L.D. has to offer. The med-pod incorporates observation windows, control panels, a medical bed, and other equipment.

The alien would prove more complicated to create. The development process entailed a lengthy back and forth between Kolpack, the executive producers, and even Marvel Chief Creative Officer Joe Quesada. The creative team needed to find just the right combination of human and alien elements. Should it have hair? Should it be wearing armor? Should it be intact, or should there be massive chunks of anatomy missing since it's been experimented on?

The production team knew they needed a real-life scan to start the process. And while the mysterious blue-skinned creature in the T.A.H.I.T.I. room is foreign to Coulson and the audience, the actor scanned for the alien is quite familiar to Visual Effects Supervisor Mark Kolpack. It's his son, Brandon.

"Brandon is a certified personal trainer and amateur body builder on top of that," Kolpack says. "We knew we wanted to have someone who was muscular, so we scanned him. TNG Visual Effects, who scans all of our actors and stunt doubles, came in and did their usual scans. But what Brandon had to do that no one else does was he had to hold flexes for like a minute at a time."



Chief Creative Officer Joe Quesada's sketch of the GH specimen, along with Visual Effects Supervisor Mark Kolpack's mockup.

The explosive Guest House, the hi-tech medical pod, and the uncanny alien would together set an eerie, emotional tone for the high-stakes episode.

00:00 45:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 01_08_14

MISSION END: 01_20_14

MISSION TRANSMISSION: 03_11_14

YES MEN

Written by Shalisha Francis
Production Dates: January 8, 2014 – January 20, 2014
Original Airdate: March 11, 2014

Mission Briefing:

A mysterious and alluring Asgardian named Lorelei has come to Earth and is using her enchanting powers of persuasion to amass wealth—and an army. Her goal: to rule Midgard. Sent to retrieve her is Lady Sif, warrior comrade of Thor. Meanwhile, Coulson searches for Fury on his quest for answers about the Guest House. Skye is slowly recovering from her gunshot wound, and Simmons is feverishly studying Skye's blood to determine the nature of the GH-325 and how it saved her life. When Sif and the team's paths cross, they join forces to hunt down Lorelei and bring her to justice. They track Lorelei to a biker bar called Rosie's, where she's enchanted both police and a biker gang known as the Dogs of Hell into doing her bidding. Lorelei escapes to Las Vegas with Ward under her thrall. The two attack the Bus and separate the team as Sif and Lorelei face off in an impressive clash of steel and Asgardian might. In the aftermath, a conversation with Sif leads Coulson to resolve to find the Clairvoyant and make him pay.

Field-Op Notes

- Coulson asks Sif whether she's encountered blue aliens in her travels. She mentions many—Interdites, Levians, Pheragots, Kree, Sarks, Centaurians. But the only ones she believes to have visited Earth are the Frost Giants.
- Lorelei senses the rage of a berserker inside Ward. The influence of the Berserker Staff, or something more?
- Sif mentions she must take Lorelei back to Asgard alive by order of Odin. But is that actually Odin sitting on the throne?

Running Behavioral Observations:

- 'Tahiti...it sucked.' - 1
- Fitz: Down for the Count - 1

YES MEN

Coulson met Sif (Jaimie Alexander) during a fight with the Asgardian Destroyer in *Thor*, and as he gleefully tells Agent May, "It was pretty bad-ass." The two bond over Coulson's personal dilemma.

"It is a very important episode," writer and Coproducer Shalisha Francis says. "Because Coulson in Episode 14 had just figured out that the source of the GH-325 is this alien. So he's dealing with that, and at the same time there's this bad-ass Asgardian who comes to Earth."

Sif returns to Earth in pursuit of an Asgardian enchantress named Lorelei—not the Enchantress from the comics but her sister. First appearing in 1983's *Thor #337*, Lorelei puts gullible men under a spell that coerces them into doing her bidding.

"She just has to have so much confidence and sex appeal," Casting Associate Tamara Hunter says.

Casting Director Sarah Halley Finn continues, "It's kind of interesting when you're casting for an Asgardian. We're all mortal, we're all human beings, and yet we need to find someone who brings in this otherworldly quality. And what is that?"

The answer was Russian actress Elena Satine.

Like the men Lorelei seduces, Coulson has always been a "Yes Man"—for S.H.I.E.L.D.

"This is Coulson's journey through the episode," Francis says. "And coming to the end of the episode, he realizes that he's going to stop looking for Fury and he's going to go get his answers." His resolve is fueled by Sif's similar conflict between her heart and her duty. She's under Odin's orders to return Lorelei to Asgard alive, regardless of the woman's potential for further destruction. Both are tired of following orders without getting answers—and Coulson is through waiting.

But he's not the only one with orders—or secrets. In the tag, May makes a call via a secured line to tell an unknown party that "Coulson knows."

"She's betraying her friend, her best friend, but that's what she's supposed to be doing," Francis says. May's manipulation—her ability to push Coulson to open up, if not to her, then to Skye—shakes viewers' faith in her loyalty to S.H.I.E.L.D.

Insets: Sif and Lorelei as seen in the Marvel comics.

S.H.I.E.L.D. PROFILE

POSITION
DIRECTOR OF PHOTOGRAPHY

PAST MISSIONS
Weeds (2005), *CSI: NY* (2010), *The Event* (2011)

ASSET DETAILS
The director of photography works closely with the director to establish the show's look. From lighting to composition, Parnell is responsible for the entire camera department.

NAME:
PARNELL, FELIKS

Inset: Rosie's Desert Oasis sign concept (Geoffrey Mandel).

DESERT OASIS

Matching visuals from *Thor*, Sif arrives on the outskirts of the Mojave Desert in Palmdale, California. The Four Aces—a remote, ready-to-film location frequently used in films and television—includes a motel, a bar, and a gas station in the midst of a wide-open ranch with desert as far as the eye can see.

The production team converted the Four Aces into "Rosie's Desert Oasis" for the challenging two-day shoot. The long days began the moment the sun rose, with the temperature just above freezing. The temperature would top 80 degrees as the day wore on.

Three units worked simultaneously. One filmed an elaborate fight between Sif and the Dogs of Hell biker gang inside the bar; outside, another unit had Ward going toe-to-toe with a musclebound gang member. Meanwhile, an aerial unit several miles away used a helicopter to film S.H.I.E.L.D. vehicles charging through the desert at high speed to meet Sif.

On top of all the stunts and fight choreography, the battle included some decidedly superhuman elements overseen by the Special Effects crew—such

as a wire-rigged trailer that Sif would kick into place to provide cover for Coulson and his team.

A splinter unit traveled to the famed Las Vegas strip to film a sequence in which the ensnared Ward has taken Lorelei to a hiding place with "palaces and luxury." Exteriors were shot on location for a motorcycle drive-by; a full penthouse suite was built on Stage 16 for the scenes to follow.

Later, Lorelei and Sif face off inside the Cage in a high-energy swordfight. The creative team wanted Sif's double-bladed sword to be split in two, but were concerned the interrogation room might not be large enough to house such an epic clash.

"So we all went down there with rulers, you know yard sticks," Francis says. "And we had a play sword fight in the Cage. And we had so much fun realizing that okay, this will work."

00:00 42:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 01_20_14

MISSION END: 01_30_14

MISSION TRANSMISSION: 04_01_14

END OF THE BEGINNING

Written by Paul Zbyszewski
Production Dates: January 20, 2014 – January 30, 2014
Original Airdate: April 1, 2014

Mission Briefing

Hot on the Clairvoyant's trail, Garrett and Trip are ambushed by Deathlok. The attack—and the implication that it means S.H.I.E.L.D. is close to tracking down the elusive Clairvoyant—prompts Coulson to gather S.H.I.E.L.D.'s top brass for a final assault. Narrowing the pool of suspects to 13, Coulson has Skye divide the list among three teams of two so they can investigate without any one person knowing all of the mission parameters. Ward and Trip are sent to the UK, while May and Blake go to Georgia; Coulson and Garrett head to New York after a quadriplegic named Thomas Nashe who may have telepathic powers. All three locations are traps. Deathlok ambushes May and Blake. Blake fights Deathlok and tags him with a tracking bullet, but Blake's chest is crushed. All three groups retreat to the Bus. Following the tracking bullet, the team descends on an abandoned racetrack, where they come face-to-face with Deathlok and Nashe, who confesses he's the Clairvoyant. But any chance for answers is short-lived as Ward shoots and kills Nashe. In the closing moments, Fitz discovers May's encrypted phone line and confronts her. And Coulson and Skye come to a startling suspicion: If Nashe is a red herring, the Clairvoyant could be an agent of S.H.I.E.L.D. The team is in the midst of a standoff when the Bus is suddenly taken over by order of an increasingly morally ambiguous Victoria Hand.

Field-Op Notes

- Skye mentions Department H, which in the comics is the Canadian military organization that runs the team of super heroes known as Alpha Flight.
- Skye is made an official agent of S.H.I.E.L.D. so she can access classified files for the mission.
- Agent Sitwell is unable to join the hunt, as he's been assigned to the Lemurian Star.

Running Behavioral Observations

- Fitz and His Monkey - 1

THE END OF THE SERIES AS WE KNOW IT

Debuting mere days before the worldwide release of *Captain America: The Winter Soldier*, "End of the Beginning" left Coulson and his team in a flurry of chaos.

The search for the Clairvoyant has reached a turning point, and Coulson has called in the big guns—the top S.H.I.E.L.D. brass.

The hunt leads to the quadriplegic Thomas Nashe (Brad Dourif—*One Flew Over the Cuckoo's Nest*, *Dune*, *The X-Files*), who claims to be the Clairvoyant. Writer and Co-Executive Producer Paul Zbyszewski knew an actor with Dourif's presence would be perfect for Nashe, and the creative team took delight in teasing the audience with the Clairvoyant's identity.

Doubt creeps in on all sides as the team members confront each other, and the Bus suddenly changes course.

"I think from the beginning when we were talking about how we would lead up to the film, we always thought that the plane should just shut down

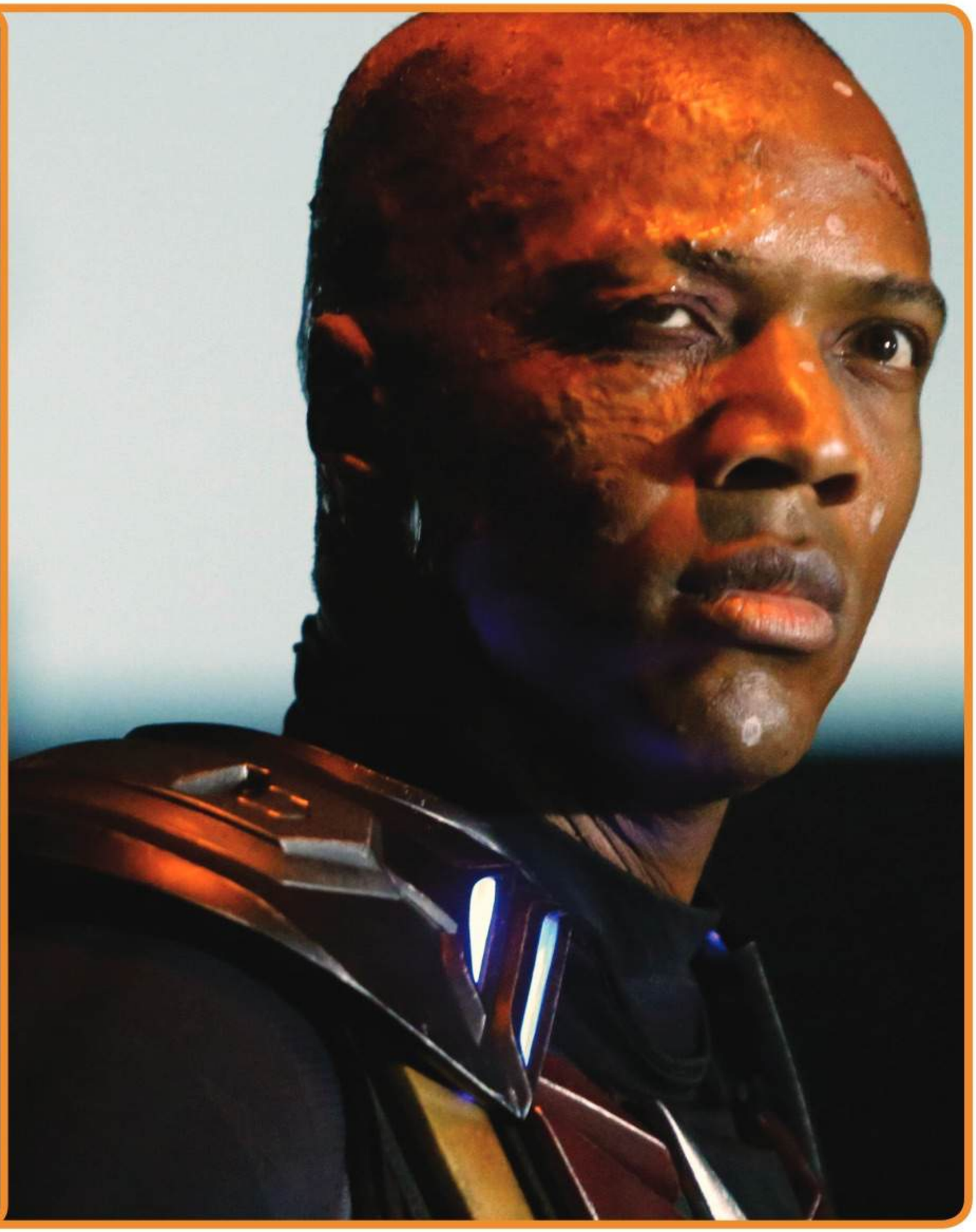
Left to Right: B.J. Britt as Agent Antoine Triplett, Bill Paxton as Agent John Garrett, Saffron Burrows as Agent Victoria Hand, Titus Welliver as Agent Felix Blake, and Maximiliano Hernández as Agent Jasper Sitwell.

Maximiliano Hernández as Agent Sitwell. Inset: Sitwell as seen in the Marvel comics.

and start heading somewhere," Executive Producer Jed Whedon says.

All eyes are on May—has she been informing for the Clairvoyant? She admits she's been reporting to someone, but she won't say who.

"May poses that she is not the one doing this, and Coulson says, 'If you're not the one doing it, who is?' And we land on Victoria Hand in sort of a villain push-in and leave the audience with that question," says Executive Producer Maurissa Tancharoen. Hand's motives are mysterious, but her methods seem clear. She's prepared to kill everyone on board—except Coulson.



S.H.I.E.L.D. PROFILE

POSITION
COPRODUCER

PAST MISSIONS
24 (2007), *Eli Stone* (2008), *Dollhouse* (2010), *Psych* (2014)

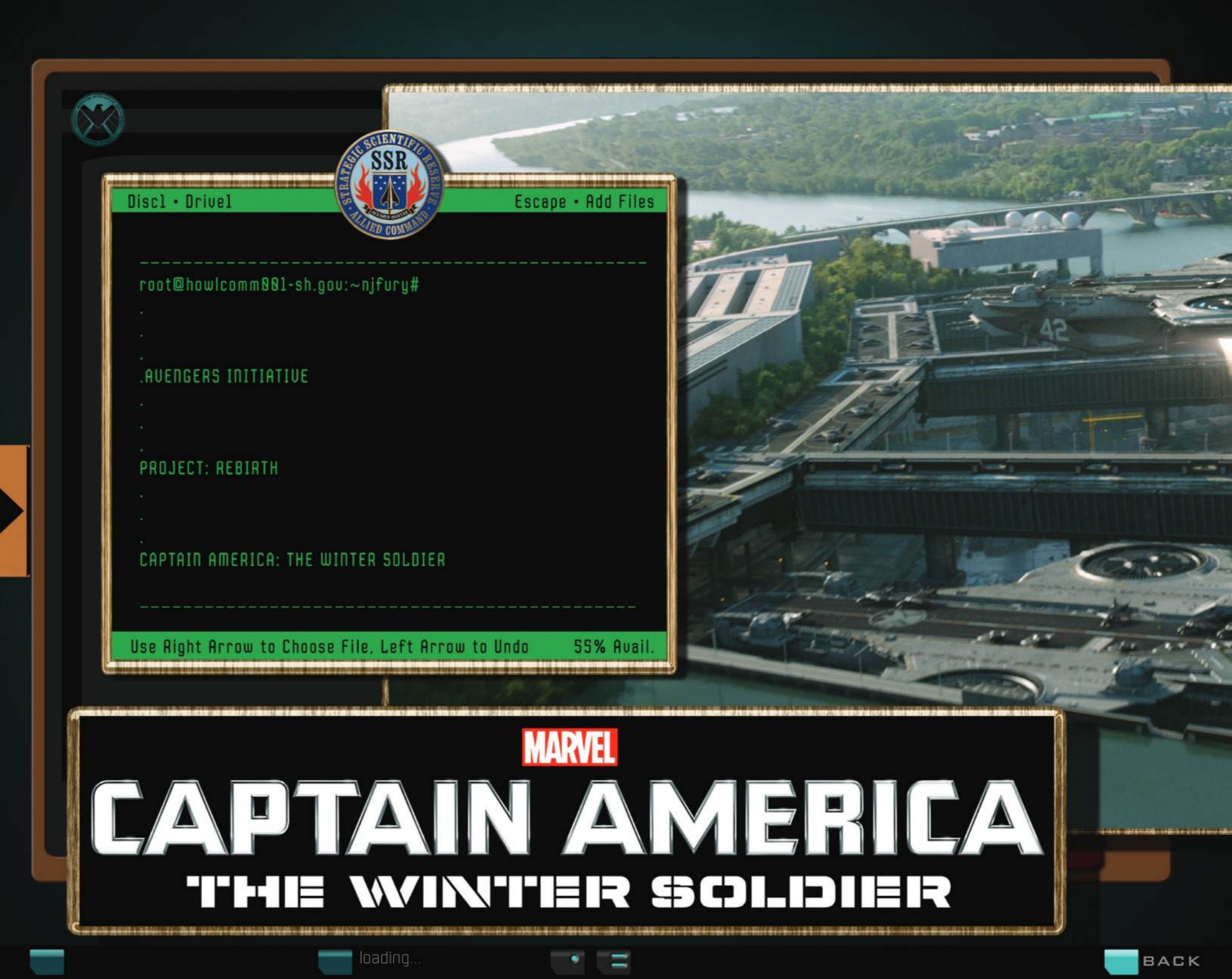
ASSET DETAILS
Coproducer Chris Cheramie oversees the post-production process on *Marvel's Agents of S.H.I.E.L.D.* It's his job to make sure the editorial process is completed, and to coordinate the various vendors and components needed to get an episode finished and delivered for broadcast.

NAME:
CHERAMIE, CHRIS

AN ABANDONED RACETRACK... SORT OF

In initial drafts of "End of the Beginning," the climax was set in an abandoned shopping mall. But the location was changed when the crew discovered the opportunity to film at Southern California's historic Hollywood Park. A hub for Hollywood's elite since 1938, the storied racetrack was sold and shut down at the end of 2013. An auction January 24 and 25 left the track an abandoned shell. On January 27 and 28, the Art Department worked its magic, boarding up doors and inserting furniture to prep for production.

But it turns out the location wasn't exactly abandoned. Horses and jockeys were still using the facility to train for races. Just as Fitz would quip, "This racetrack was shut down months ago," a jockey on a horse would charge through the background of the shot, cracking up the cast and crew during shooting.


Discl • Drivel
Escape • Add Files
STRATEGIC SCIENTIFIC RESERVE
SSR
ALLIED COMMAND
root@howlcomm881-sh.gov:~njfury#
.AVENGERS INITIATIVE
PROJECT: REBIRTH
CAPTAIN AMERICA: THE WINTER SOLDIER
Use Right Arrow to Choose File, Left Arrow to Undo
55% Avail.
MARVEL
CAPTAIN AMERICA
THE WINTER SOLDIER
loading...
BACK

SSR REDIRECT: CURRENT S.H.I.E.L.D. DATA

THE DEMISE OF S.H.I.E.L.D.

Steve Rogers (Chris Evans) is still adjusting to life in the modern world. His alter ego, Captain America, is a highly decorated S.H.I.E.L.D. operative, but the pensive Rogers has increasingly come to believe their work may be less than noble. While rescuing a group of agents held hostage aboard the Lemurian Star, a S.H.I.E.L.D. vessel hijacked on the high seas of the Indian Ocean, Cap catches Natasha Romanoff/Black Widow (Scarlett Johansson) surreptitiously attempting to recover data from the ship's computer.

His fears are confirmed when S.H.I.E.L.D. Director Nick Fury lets him in on Project Insight, which promises to stop crimes before they're committed and protect the people of Earth in the event of another cataclysm such as the Chitauri invasion. To Rogers' chagrin, the project is close to completion. Concerned that punishment before the crime isn't exactly justice and that the operation might be too much power for one person to wield, Rogers expresses his dismay to Fury and questions his involvement with S.H.I.E.L.D.

Reflecting on their conversation, Fury asks World Security Council Secretary Alexander Pierce to delay the launch of the Project Insight Helicarriers. But the request puts Fury in harm's way. He's attacked—and apparently killed—by the vicious assassin known as the Winter Soldier (Sebastian Stan), but not before he covertly delivers startling news to Rogers that S.H.I.E.L.D. has been compromised. Rogers is left with only three trusted associates to help him shut down Project Insight: Black Widow, Maria Hill (Cobie Smulders) and newfound friend Sam Wilson (Anthony Mackie), a combat veteran who was a pilot but not in the sense that one might initially think.

In the process, Cap and his team uncover the horrible truth that at the heart of S.H.I.E.L.D.'s corruption is their greatest enemy: Hydra. The malicious organization has had its tentacles grasped around many of S.H.I.E.L.D.'s highest orders since its very inception in the wake of World War II. And, while it was disguised to protect the public, Project Insight is in fact the terrorist organization's latest plan to cleanse the Earth for a superior world.

Cap and his allies—including Fury, revealed to have faked his death—rally those agents still loyal to S.H.I.E.L.D. and prevent the Insight Helicarriers' weapons systems from coming online, leading to the destruction of the Helicarriers and S.H.I.E.L.D.'s Triskellion headquarters.

S.H.I.E.L.D. is no more.

AN IMPACT FELT

Imagine being challenged to create a TV series unlike any other. Then imagine there's a caveat: Midway through the season, a major motion picture will be released that completely turns the show upside down. Such was the case when Executive Producers Jed Whedon and Maurissa Tancharoen were approached to work on *Marvel's Agents of S.H.I.E.L.D.* "One of the first things Joss said to us in that very first conversation was, 'This is going to be a show about S.H.I.E.L.D.–but soon after your show airs, it's revealed that S.H.I.E.L.D. is bad.'" Executive Producer Maurissa Tancharoen says.

"From the moment we started, we sat down with Kevin Feige, and he said, 'You know this is all going to go away, and you're basically making the Agents of Nothing, right?'" Executive Producer and Head of Marvel Television Jeph Loeb explains. "And that was incredibly exciting to everybody involved. It was an opportunity to be able to see it all built up and then all be torn down."

"So we did a couple things to try to navigate that," fellow Jed Whedon says. "One of the rules was that we obviously couldn't spoil the film, so we couldn't talk about Hydra and only talked about it in terms of history initially." Also key was the creation of the Clairvoyant, who would allow the creative team to reveal mysterious inside information that builds to the shocker in "Turn Turn Turn."

And the audience would learn it all through the point of view of Skye, the newest agent. From the first day, Tancharoen says, the creative team knew "Skye would be the surrogate for the audience."

"It's something that is very true of Marvel," Loeb says. "We really do believe that if you take someone and you put them in the worst possible case that could happen to them, a hero rises out of that. They don't break down. They don't give up. In the darkest hour, that's when we see a hero rise. And that's so much of what's going to happen not just this season, but hopefully in coming seasons."

"It was a challenge leading up to it," Tancharoen elaborates. "It's just no one else gets to really do this. No other TV show gets to do this. Having the fallout of a film like *Marvel's Captain America: The Winter Soldier* and being able to see the emotional consequences of what Hydra infiltrating S.H.I.E.L.D. means within our cast of characters has been thrilling." The executive producers and writers were able to screen an early cut of *Captain America: The Winter Soldier* so they could begin crafting the episodes of the series that would bookend the film.

"We just all walked out of there and our mouths were on the floor," writer and Co-Executive Producer Monica Owusu-Breen says. "Oh, our show is different now. I could not be happier about *The Winter Soldier* because it just added this propulsive energy to our show."

Collaboration in the writers' room became key to ensure that all the running stories fit the series' new tone. "We're getting more serialized now, so that gives us a better toehold to the process," writer D.J. Doyle says.

"It's rare if ever that a Season One would have something that momentous happen not as a finale," writer and Producer Lauren LeFranc says. "So that was exciting. It makes for a lot of changes, but at the same time it makes for very exciting storytelling."

Writer and Producer Rafe Judkins continues, "Lauren and I grew up loving Marvel Comics. I think it's something that I as a viewer would be ecstatic about that in a seven-day timeframe. I can watch two episodes of television and one feature film that are all coming from the same universe."

Left to Right: Maurissa Tancharoen, Jed Whedon, Elizabeth Henstridge, Ming-Na Wen, Brett Dalton, and Iain De Caestecker at the Hollywood premiere of Captain America: The Winter Soldier.

THE ART OF LEVEL SEVEN

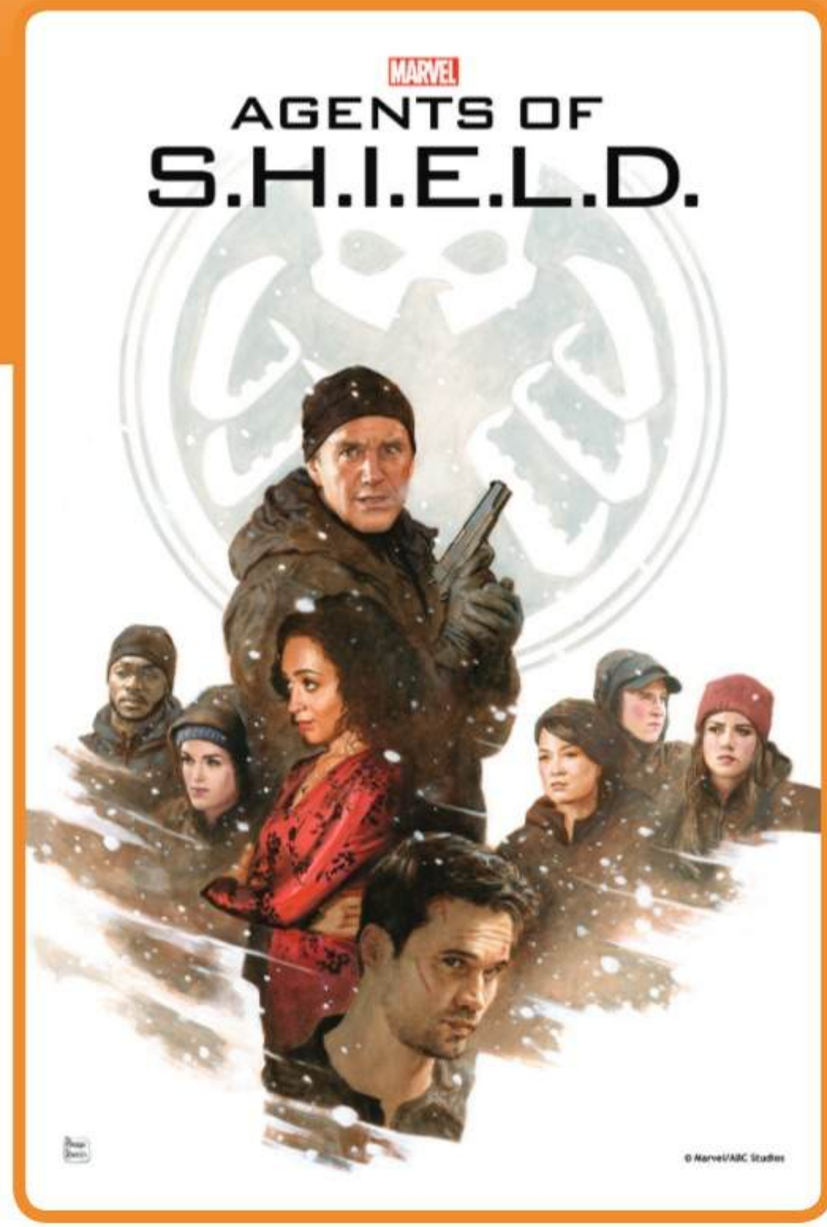
"The Art of Level Seven" campaign revealed custom artwork reminiscent of Marvel's beautiful comic-book covers to coincide with the season's final six episodes, beginning with "Turn Turn Turn." A new print, limited to 100 copies, was released each week for fans to purchase through the Marvel web site.

"I think it's a lovely way to bring it all back," Executive Producer Jeffrey Bell says. "A number of the artists have worked for Marvel and are working for Marvel, and so to go back to them and let us inspire them for the work and see how they respond to it is really exciting."

Mike Del Mundo illustrated the first piece, for "Turn Turn Turn," depicting Coulson and his team trapped like rats in a maze. A Marvel Comics veteran, Del Mundo has illustrated Elektra and Superior Spider-Man Team-Up, as well as covers for Amazing Spider-Man, Iron Man, X-Men Legacy and more. "I grew up with television and would draw miniposters for my favorite shows, so I guess it's been a childhood dream to create art for the tube," Del Mundo says. "The main idea of the 'Turn Turn Turn' poster was to tell the story of mistrust, confusion and S.H.I.E.L.D. being compromised without giving away too much, and a maze was perfect. And having a rat in the maze just worked so well to tell that part of the story without giving away any spoilers."

The second piece, for "Providence," illustrated by Paolo Rivera, sets Coulson and his team in the snowy landscape of Fury's secret base. Rivera is a renowned Marvel artist whose credits include Amazing Spider-Man and Daredevil.

Teasing the reunion of Agent Coulson and the Cellist in "The Only Light in the Darkness," artist Pascal Campion created a romantic but melancholy piece depicting the division of duty and love.

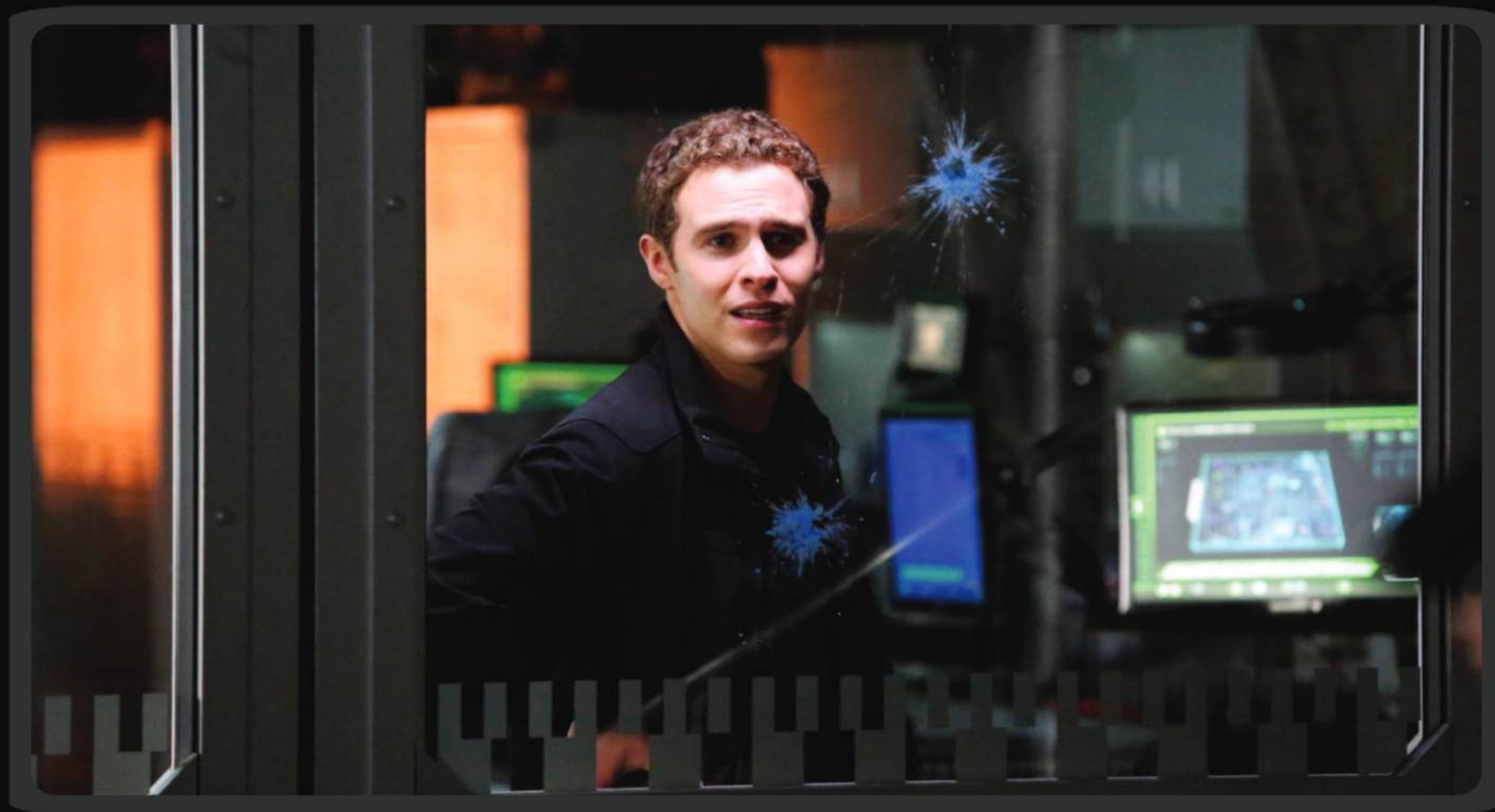


Jeffrey Bell notes, "It's very emotional with what the episode is about—with Coulson, his past, the cellist; with who our villain is in this episode and how he's represented."

For "Nothing Personal," French artist Stephanie Hans illustrated a striking and heartbreaking rendition of Skye and Ward. "I always try to create subtle art and not force the emotions," says Hans, who has also illustrated covers for Journey into Mystery, Young Avengers and New Mutants. "I wanted to paint the shock and pain of having to choose between hurting somebody or betraying your team. And that's the greatest fight within Skye's head. Even though she is holding Ward with all of her might, she couldn't be more alone in the illustration."

For "Ragtag," artist Emma Rios—veteran of Amazing Spider-Man, Osborn and Captain Marvel—focused on Ward and his duality. "I wanted the piece to be as narrative as possible," Rios says. "I tried to reflect Ward's struggle in the reflection, as if it were a mirror, and have people thinking about what may have been happening inside Ward's brain." The poster ominously asks the viewer, "Which of these lives will ultimately drive the character?"

Finally, Phantom City Creative's piece for "Beginning of the End" harkened back to the original one-sheet with some very dramatic differences. "A good poster needs to communicate its message and tell people about the show or film in only a few seconds," Phantom City Creative Director Justin Erickson says. "It made sense to bookend the series with a poster that on one hand called back to where they began, but more importantly showed how far they've come as a team. Ward has gone from the most trusted of colleagues to betrayer and villain, and the poster needed to say that. May and Skye are now the closest to Coulson emotionally, so they are now on either side of him."



00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 01_30_14

MISSION END: 02_07_14

MISSION TRANSMISSION: 04_08_14

TURN TURN TURN

Written by Jed Whedon & Maurissa Tancharoen
Production Dates: January 30, 2014 – February 7, 2014
Original Airdate: April 8, 2014

Mission Briefing

Pursued in his jet by S.H.I.E.L.D. drones, Agent Garrett interrupts the stalemate of "End of the Beginning," and a dogfight ensues. Garrett escapes the drones and boards the Bus, where the team has determined that Victoria Hand must be the Clairvoyant. Worse, an encrypted message is broadcasting across all S.H.I.E.L.D. frequencies, telling members of Hydra that the time has come to emerge from the shadows. Meanwhile, Simmons is at the Hub with Trip attempting to process Skye's GH-325-effected blood and communicating with Agent Weaver through a secure channel. But Weaver has grim news: Hydra has infiltrated S.H.I.E.L.D. To stop Hydra from gaining access to all the weapons and tech the team has encountered thus far, Skye wipes the Bus' systems and backs up their mission files on an encrypted hard drive, which she gives to Ward for safekeeping. In the thrilling chase that follows at the Hub, Ward reveals his feelings for Skye, Hand proves her loyalty to S.H.I.E.L.D., and the true Clairvoyant is revealed to be none other than Garrett. As Garrett is taken into custody, and escorted back to the Fridge by Hand and Ward, Hand offers Ward the chance to kill the real Clairvoyant. He accepts the gun—and decides he would rather shoot Hand in the chest.

Field-Op Notes

- Garrett tells a group of S.H.I.E.L.D. soldiers, "Sitwell filled their ranks, so you know what to do" as they reveal themselves to be allies of Hydra. This is in reference to Sitwell's treachery in *Captain America: The Winter Soldier*.

Running Behavioral Observations

- Simmons: The Terrible Liar (But She's Getting Better) - 1

ET TU?

On the heels of *Marvel's Captain America: The Winter Soldier* comes a game-changing episode for *Marvel's Agents of S.H.I.E.L.D.*

"We knew there would have to be a personal price to it," Executive Producer Jed Whedon says. "From the very beginning, we talked about either someone is going to have to die in that moment, or someone is going to have to turn in that moment."

And the turn is devastating. Garrett is the Clairvoyant, but the real punch is the reveal that Ward is a double agent for Hydra.

"It would do a disservice not to have a giant plot point like that after something happens and in watching that movie," writer and Supervising Producer Brent Fletcher says. "So many of those guys are Hydra, it's just disingenuous not to have one of our team be Hydra. And we could have held the reveal to the end of the season, but it would maybe not have had as much of an impact having not come right off the heels of the movie."

Until this point, the creative team behind *Marvel's Agents of S.H.I.E.L.D.* had steered clear of plot points involving duplicitous agents, knowing *Captain America: The Winter Solider* was on the horizon.

"I think it'll be fun for the audience after 'Turn Turn Turn' to look back on moments with Ward on the show and see that he was just gathering information," Executive Producer Maurissa Tancharoen says. "There's this one moment in 'Seeds' at the very end of the episode there's this slow motion montage, and Coulson is talking about Skye and how the world is full of evil, lies, pain, and death. And we're with Skye at the Wall of Valor and we rack focus to Ward right when he says, 'The world is full of evil and lies.'"

Ward's betrayal instantly reveals a dual purpose to his every action. Heroic moments like his daring rescue of Simmons in "FZZT" are suddenly exposed as ploys for him to gain the team's trust and admiration, and gain access to intelligence for Garrett/the Clairvoyant. "He would be the hero. And he would be a part of the team because that's how good he is," Jed Whedon says. "It didn't overcomplicate our storytelling initially. And also there's the complication that as much as he can say that everything was tactical, these people did weasel their way into his heart."

In fact, Ward's love for Skye is real—and it has complicated his mission for Garrett. The moment in "Turn Turn Turn" in which Ward and Skye finally kiss is a true and honest moment for the two characters.

Bus weapons-status graphic (Geoffrey Mandel). **Right**: A storyboard by Visual Effects Supervisor Mark Kolpack.

A BUS IN A DOGFIGHT

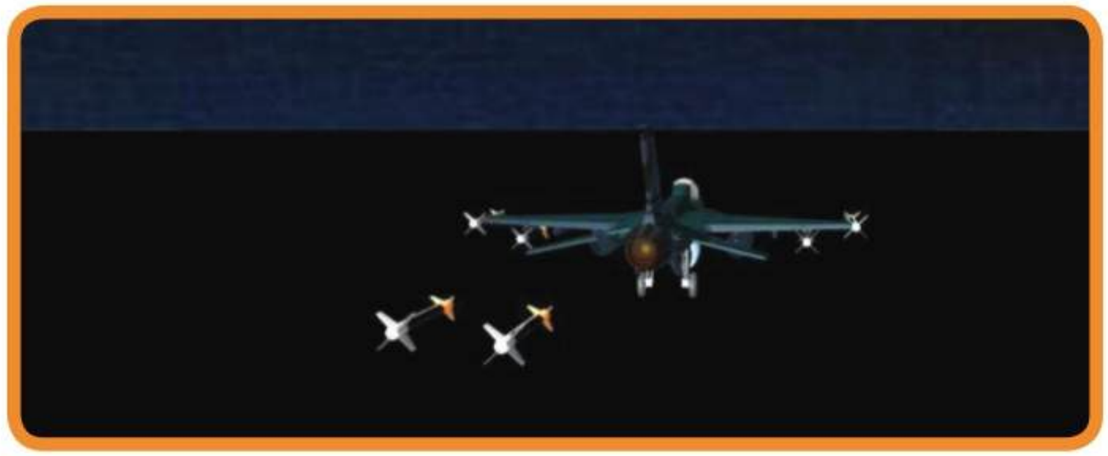
Kicking off the episode and continuing later is a death-defying dogfight involving Coulson on the Bus, Garrett in his jet, and a pair of weaponized drones. When Visual Effects Supervisor Mark Kolpack first read the script, he knew that he had quite a challenge ahead of him. Well before filming began, he meticulously storyboarded the shots that would be needed and sent those storyboards to Matt Von Brock at FuseFX to begin creating pre-visualization.

"We try to jump very quickly on to the more complicated or complex sequences and map those things out and get development going ahead of time," Kolpack says. "Because if we were to wait until when picture locked, we're three weeks too late. So let's make everything now and map it out, pre-viz it, get it signed off on, and then go into lighting and everything else.

"In visual effects, the enemy of perfection is time and money," he continues. "You could always tweak something. Forever and ever. The great thing about television is there's always a deadline. In films, you could work on a shot for six months. But television is a different animal. It makes you hone your skills much sharper, much faster. You think quicker and have to problem-solve extremely quickly, while all along trying to emulate what you see in the feature realm."

The planning gave Kolpack and the Visual Effects team extra time on the shots. "It's always a refinement when you go from the pre-viz and then you start to see it come together where it's textured and lit," Kolpack says. "When do the afterburners come on? How much density or opacity do you want to have on the smoke behind the missiles?"

And these meticulously crafted visual effects were only one element in an episode that changed the course of the series.



00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 02_11_14

MISSION END: 02_20_14

MISSION TRANSMISSION: 04_15_14

PROVIDENCE

Written by Brent Fletcher
Production Dates: February 11, 2014 – February 20, 2014
Original Airdate: April 15, 2014

Mission Briefing

Garrett and Ward begin their reign of chaos by freeing Raina and bunkering down in an underground base in Cuba. At the Hub, Coulson and his team are picking up the pieces from the skirmish with Hydra and attempting to repair the Bus. The cleanup is short-lived: The Air Force, headed by Colonel Glenn Talbot, descends on the Hub. Coulson activates Odyssey Protocol—ordering the Hub's evacuation and the erasure all the team members' personnel records. Unaware of Ward's betrayal, Skye calls him and tells him their identities have been scrubbed. Ward is with Garrett and Raina, launching Centipede 2.0. They've raided the Fridge for tech and ordered Raina to expand her research to include the GH-325. The hard drive Skye gave Ward is key, but Raina is unable to decrypt it. To do so, Ward must go back undercover. Meanwhile, the Bus is running on fumes, but a hidden message within Coulson's S.H.I.E.L.D. badge leads the team to a secret base in the Canadian wilderness. Its warden, Agent Eric Koenig, has named it Providence.

Field-Op Notes

• Col. Glenn Talbot began hunting the Hulk in 1964's *Tales to Astonish #61*, by Stan Lee and Jack Kirby. Eric Koenig first fought alongside Nick Fury circa 1966 in *Sgt. Fury and His Howling Commandos #27*.

• Nick Fury's secret Providence base made its debut in 2010 in *Secret Warriors #16*. Officially, it didn't have a name—it didn't even exist.

• Garrett releases Marcus Daniels (aka Blackout) from the Fridge during their raid.

Running Behavioral Observations

• "If the job were easy, it wouldn't be any fun." - 1

ON THE RUN

Coulson and his team need answers. Ward has disappeared, his treachery still unknown. S.H.I.E.L.D. is gone, and Fury is seemingly dead. The agents don't even know whether Coulson can be trusted—in his Captain Ahab obsession with finding Fury, he's led them on what seems to be a wild goose chase into the frozen Canadian tundra. Only Skye remains in Coulson's corner—she's the first to follow him off the plane.

Coulson's team has been ostracized, but their enemies are operating in the open for the first time. "You see the bad guys just rockin' and rollin'," says writer and Supervising Producer Brent Fletcher. "And Bill Paxton is so good at that and has such a presence once that switch is flipped, and you get to see Ward in the upstream of that. To see the two of them working together is pretty fun. And I think even though they're bad, sometimes it's fun to watch bad."

But while Coulson seeks answers, Raina has found hers. Released from the Fridge, Raina finally comes face-to-face with the Clairvoyant—and learns his true nature.

"We talked about it a lot, and we thought that she would be really disappointed," Coproducer Shalisha Francis says. "Because she's so enamored and fascinated by people with powers, to find out Garrett was the Clairvoyant and that he can't tell her things that she wants to know and that he's just somebody with access to files was alarming to her."

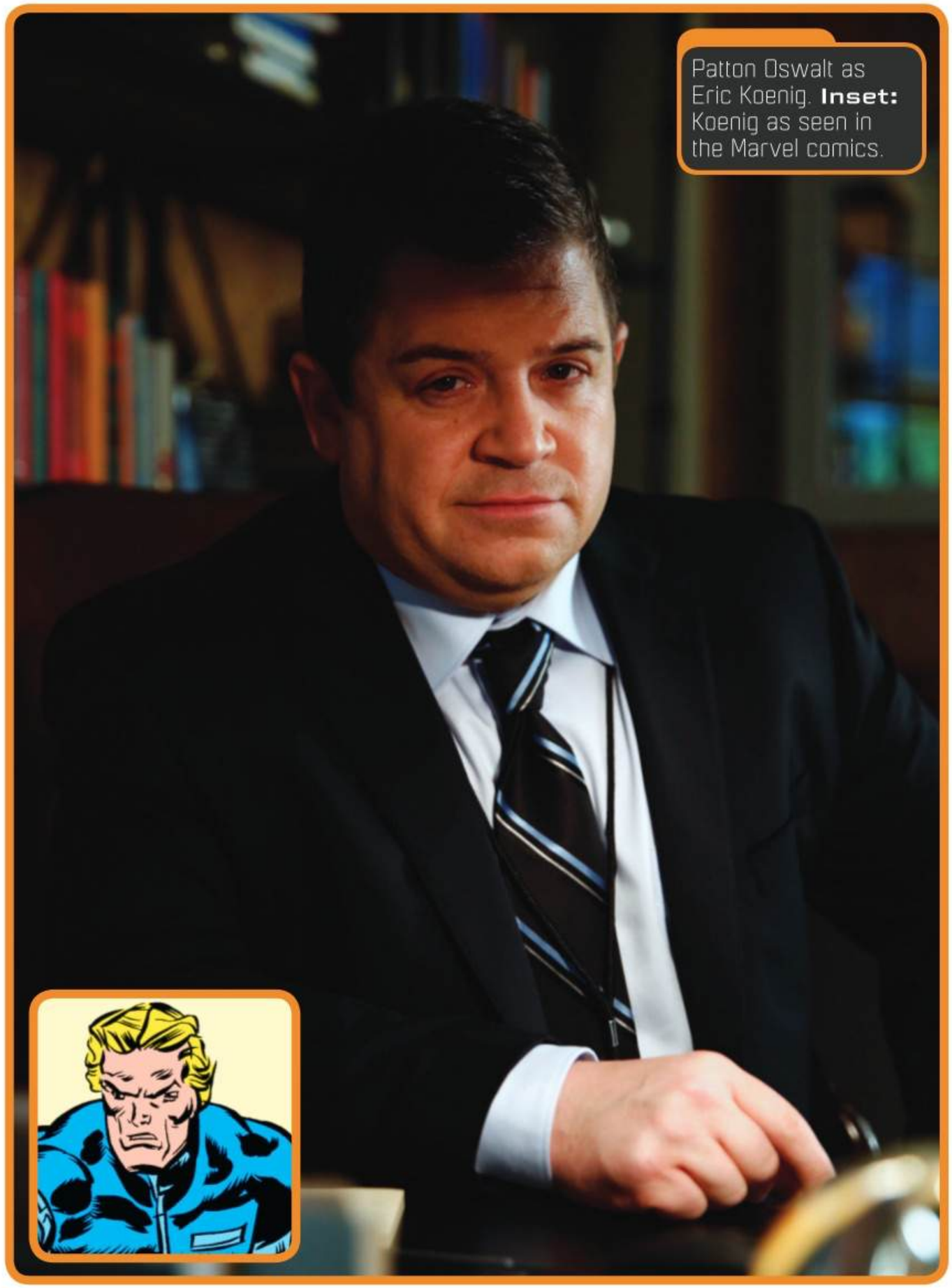
CALLING IN THE COMMANDOS

In the comics, Eric Koenig has been a Howling Commando and an agent of S.H.I.E.L.D. The character makes his first live-action appearance in *Marvel's Agents of S.H.I.E.L.D.* in the form of actor Patton Oswalt, who among a wide variety of credits also previously worked with Jed Whedon and Maurissa Tancharoen on *Dollhouse*.

"We were super excited to get Patton," writer and Supervising Producer Brent Fletcher says. "Eric Koenig was written with his voice in mind. He's a guy that knows more about S.H.I.E.L.D. than any of us." Oswalt often asked questions and made suggestions, and the writers took notes, loving his ideas.

Also making his first appearance in the Marvel Cinematic Universe is Air Force Col. Glenn Talbot, played by Adrian Pasdar (TV's *Heroes* and the voice of Tony Stark/Iron Man in several Marvel animated features). In the comics, the Colonel is a lackey of the Hulk's nemesis, Gen. Thaddeus "Thunderbolt" Ross. His TV mission is to sweep up the wreckage left behind in the aftermath of S.H.I.E.L.D.'s downfall.

Adrian Pasdar as Col. Glenn Talbot. **Inset:** Col. Talbot as seen in the Marvel comics.



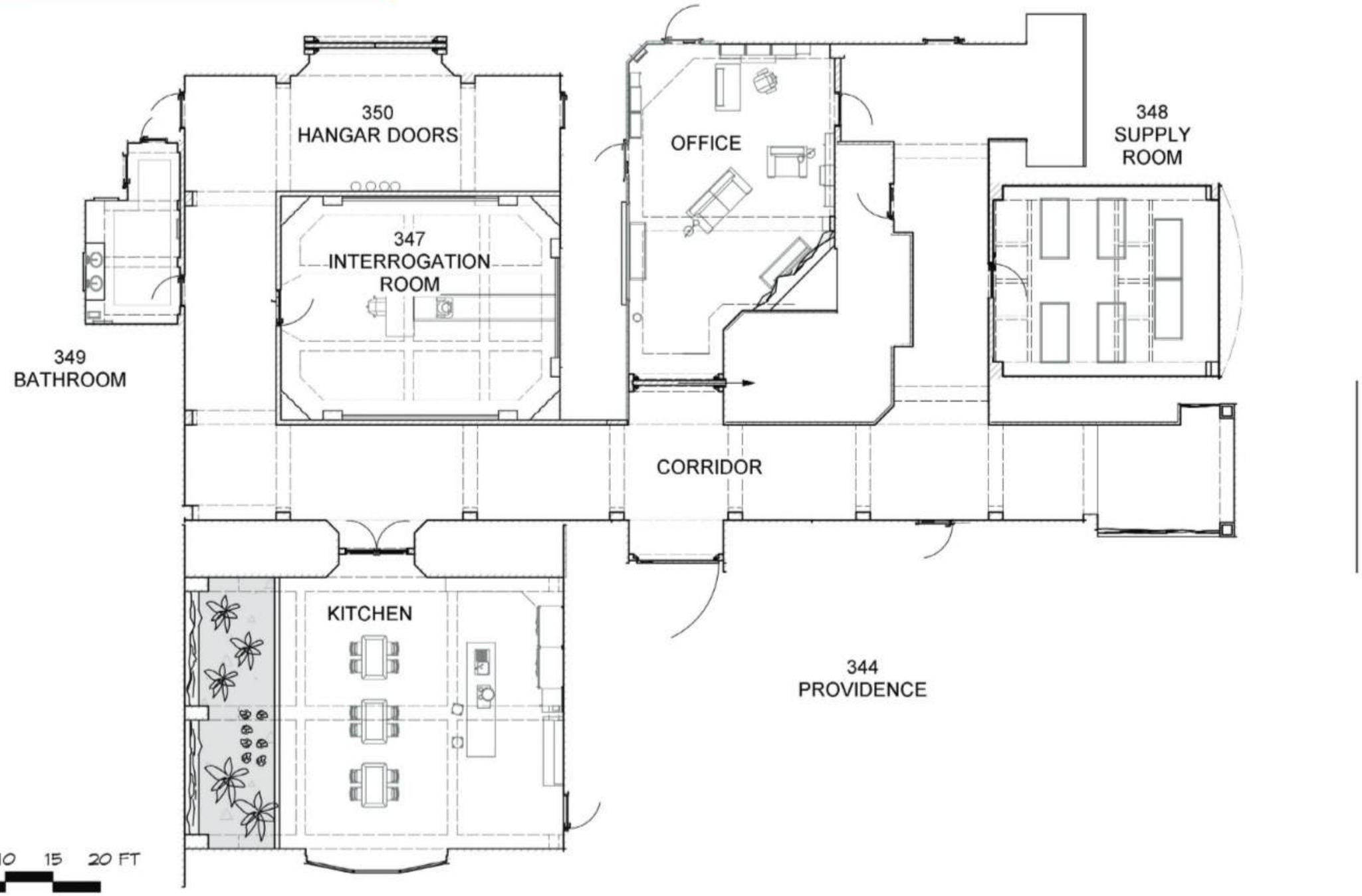
Patton Oswalt as Eric Koenig. **Inset:** Koenig as seen in the Marvel comics.

FINDING PROVIDENCE

Coulson's S.H.I.E.L.D. badge leads the team to Providence, Nick Fury's secret remote base. "The last three or four episodes we've been building huge sets," Production Designer Gregory Melton says. "The directors come in and they're like, 'These look like permanent sets.'" Constructed on Stage 16, Providence includes a spacious TV lounge and a mess hall/kitchen lined with stainless-steel appliances. The lounge's simulated window displays a revolving lineup of picturesque landscapes to help keep Agent Koenig sane in his solitude (his favorite being the topless beach that rotates in on Wednesdays). By this point, Stage 16 was a veritable labyrinth of sets—filled to the brim with hallways from the abandoned racetrack, pieces of Providence, and a small section of the Fridge built right outside the doors to the Providence lounge.

Another impressive set constructed for "Providence" was Garrett's underground lair in Cuba. No more than five days earlier, the same space on Stage 9 had been occupied by the dark, humid S.H.I.E.L.D. power station in which Garrett is captured. But Melton and the Production Design

For "Providence," only the secret base's kitchen, corridor, and office were built on Stage 16. But the set spread out across the entire soundstage during production on subsequent episodes, as shown in this blueprint.



Providence

Episode 120

DIRECTOR'S PLAN	
SCALE: 3/32" = 1'-0"	DATE: 2/28/14
STAGE 16	

team had already begun prefabricating elements to construct a shelter for Garrett and his soldiers. The striking space, located beneath a barbershop, was designed to look like a long-forgotten nightclub or an abandoned speakeasy.

Because of how quickly sets must be built, the Art Department often created digital mockups using SketchUp. The software allows the Production Design team to conceptualize the sets in a 3-D space, which cuts down the time the construction team needs to blueprint and build, and helps the Visual Effects team lay out shots in advance.

Providence ID tag.

Concept art for the Providence office (Allen Coulter).

Concept art for Garrett's Cuban hideout (John Vertrees).

00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 02_24_14

MISSION END: 03_05_14

MISSION TRANSMISSION: 04_22_14

THE ONLY LIGHT IN THE DARKNESS

Written by Monica Owusu-Breen
Production Dates: February 24, 2014 – March 5, 2014
Original Airdate: April 22, 2014

Mission Briefing

Returning to his former cover, Ward arrives at Providence. He tells the team Hydra has raided the Fridge and released all the prisoners incarcerated there—Marcus Daniels among them, much to Coulson's alarm. Also known in the comics as Blackout, Daniels can absorb energy and kill with a touch. After Coulson and his team undergo intensive questioning by Koenig while strapped into "the lie detector," Coulson takes Fitz-Simmons and Trip to Portland, knowing he will find Daniels there. For Coulson, the mission is personal: Daniels is targeting a cellist named Audrey Nathan. Coulson saved her from Daniels once before, and the two fell in love. Back at Providence, a frustrated May leaves the team. Skye and Koenig concoct a method of tracking the Fridge escapees by hacking into NSA satellites. Knowing the surveillance footage will reveal his and Garrett's shopping spree at the Fridge, Ward kills Koenig. Skye discovers Koenig's body and Ward's true allegiance. Coulson's team sets a trap for Daniels at a theater where Audrey is rehearsing, and they defeat him using high bursts of accelerated light. Coulson and team return to Providence—but everyone is gone.

Field-Op Notes

- Agent Trip's grandfather was a Howling Commando during WWII, rescued from Hydra by Captain America.
- This is the first appearance of the mysterious "Cellist" mentioned in *Marvel's The Avengers*.
- We meet Melinda May's mother, Lian, who might just have a past as a spy.

Running Behavioral Observations

- Simmons: The Terrible Liar (But She's Getting Better) – 1

Patrick Brennan as Marcus Daniels, aka Blackout. **Inset**: Blackout as seen in the Marvel comics.

Portland Philharmonic poster (Geoffrey Mandel).

STAR-CROSSED LOVERS

Audrey Nathan is a light in the darkness for both Marcus Daniels and Phil Coulson– for Daniels, literally; for Coulson, spiritually.

"For Coulson, he lost so much," says writer and Co-Executive Producer Monica Owusu-Breen. "And I think there was a desire for the writing staff to find something that anchored him a little bit and told us a little something about his past. Someone who loved him was interesting to us."

In *Marvel's The Avengers*, Coulson reveals he's been seeing a cellist who has moved to Portland. While the mention amounted to a brief moment in an epic story, Coulson fans often wondered whether they would ever meet this mysterious woman. But the would-be reunion is bittersweet: Audrey still believes Coulson is dead.

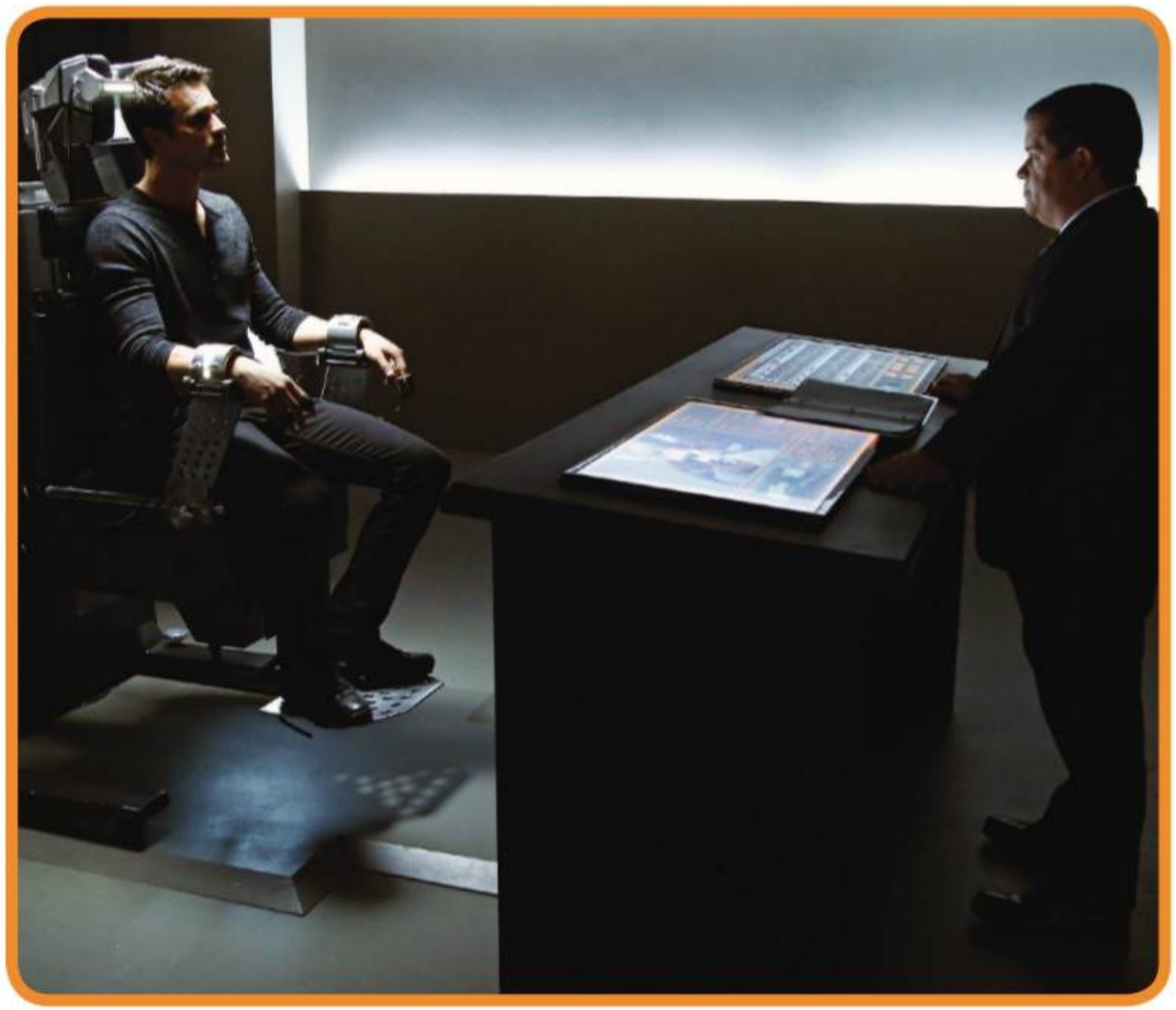
While Coulson and his team are able to save Audrey from the villainous Daniels (Patrick Brennan), she never learns who saved her. "The first draft of the episode, he revealed himself at the end, and then she laid into him," Owusu-Breen says. "And we feel like that's

going to come back. There was just too much story. There was not enough room to give it that."

Another love story takes a dramatic turn when Skye discovers that Ward has killed Agent Koenig. She puts on an act to ensure her safety, now knowing Ward is using her to decode the hard drive.

"The thing about writing spies is that they're always lying," Owusu-Breen says with a laugh. "And honesty is such a foundation for a relationship that it's always interesting to construct a relationship where they in fact are lying to each other. I think with Ward and Skye the interesting thing was that Ward is probably more honest in this episode than he ever was. He admits the truth about his brother, and he admits the truth about his own cruelty, and it doesn't really matter."

As Ward and Skye leave Providence together, May embarks on a mission of her own. The episode's closing moments show May with her mother, Lian (played by Tsai Chin, a famous Bond girl in *You Only Live Twice* who also co-starred with Ming-Na Wen in *The Joy Luck Club*). May has reunited with her mother to track down Maria Hill.



AMY ACKER

AUDREY NATHAN

No stranger to the Whedonverse, Amy Acker has appeared in *Angel*, *Dollhouse*, *The Cabin in the Woods*, and *Much Ado About Nothing*. So when it came time to put a face to the name of Coulson's beloved cellist, she was at the top of the creative team's list—especially since she had already worked with Clark Gregg. It was so important to Gregg that the cellist be cast correctly that he personally called Acker and told her he believed she was the perfect actress for the role. In the midst of filming *Person of Interest* in New York, Acker flew out the morning of the shoot to film three days on *Marvel's Agents of S.H.I.E.L.D.*

With little time to prepare, the bigger challenge for Acker was to believably portray a concert cellist. With the help of a "cello double," she pulled off her scenes flawlessly.

Audrey and Coulson heartbreakingly never come face-to-face in this episode. But stars move in orbits, and their paths are destined to cross again.

S.H.I.E.L.D. PROFILE

POSITION
PRODUCTION SOUND MIXER

PAST CREATIONS
The West Wing (2001), Heroes (2010)

ASSET DETAILS
The production sound mixer is on set each and every day of filming. Their duty is to record every line of dialogue both spoken during filming or recorded "wild" (meaning recorded off-camera for a variety of purposes and reasons). The production sound mixer often works with boom operators, who are tasked with holding a microphone on a boom pole just out of the camera's eye to capture audio on the fly.

NAME:
FULLER, KENN

00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 03_06_14

MISSION END: 03_17_14

MISSION TRANSMISSION: 04_29_14

NOTHING PERSONAL

Written by Paul Zbyszewski & DJ Doyle
Production Dates: March 6, 2014 – March 17, 2014
Original Airdate: April 29, 2014

Mission Briefing

Hoping to discover who was responsible for reprogramming Coulson's brain, May has tracked down Maria Hill for answers. Meanwhile, Coulson's team returns to Providence from their excursion to Portland to discover Koenig has been murdered. A message left by Skye clues them to his killer: "Ward is Hydra." Before this startling revelation can settle in, the base is infiltrated by Col. Glenn Talbot—and at his side is Maria Hill. Meanwhile, to decrypt the hard drive containing massive S.H.I.E.L.D. secrets, Ward has taken Skye into his custody. While Skye believes she can get the upper hand on Ward by bringing the LAPD to her rescue, her plans are quickly thwarted when Deathlok arrives as Ward's backup. By orders of Garrett, Deathlok has been sent in to speed up the decryption process. Back on board the Bus, Skye is a captive in familiar territory. Luckily, Coulson has set a rescue mission in motion, with Hill's assistance. In a death-defying move, Coulson escapes from the Bus with Skye, thanks to the help of his trustworthy Lola. But while Skye is safe, Ward and Deathlok have escaped with the Bus and the invaluable hard drive. The team regroups at a rundown motel and is rejoined by Agent May, who with Hill's guidance has found answers for Coulson. She hands Coulson a recording of a communication from Coulson himself to Director Fury. Coulson was a member of Project T.A.H.I.T.I.—and he ordered his own memory wipe.

Field-Op Notes

- Maria Hill is now working for Stark Industries. Stark and his company are attempting to privatize global security.

Running Behavioral Observations

- "Don't shoot Lola." – 1

BUT IT IS PERSONAL

Ward's secret is out, and its impact on the team is catastrophic. He was Simmons' hero, Fitz's role model, and May's lover. And his mentorship of Skye had promised a deeper relationship.

The team is broken, and Hydra has the upper hand. "They have very little left, there is no official organization anymore," says D.J. Doyle, who cowrote the episode with Paul Zbyszewski. "They've got each other, and that's it."

"We tried to lace in big S.H.I.E.L.D.," Executive Producer Jed Whedon says. "And we made sure in 'End of the Beginning' you see all the S.H.I.E.L.D. agents we've established walk on to the plane on an aircraft carrier, so that you feel the presence of it and that it would contrast with them being in a motel just a couple episodes later."

Coulson's reunion with Maria Hill, despite their initial conflict, finally affords him the opportunity to get some answers. "At the end of the day, he still has to trust Maria Hill," Doyle says. "But she is the first real authority figure within S.H.I.E.L.D. that he's been able to talk to. He's been searching for Fury this whole time, wondering why he's been betrayed. And this was our chance to put all of our cards up, because it's all been hidden for so long."

But in the world of Marvel, nothing stays buried—literally, in this case, as May digs Coulson's file out of his empty grave. "At the end of the day, he's been running around looking for someone to blame, and it ends up coming back to himself," Doyle says.

S.H.I.E.L.D. PROFILE

POSITION
HAIR DEPARTMENT HEAD

PAST MISSIONS
Heathers (1988), Child's Play 2 (1990), Big Love (2006)

ASSET DETAILS
The hair department head is responsible for making sure the actors' hair is either perfect, or in the proper state of distress when it comes to the action scenes. Working closely with the make-up department, the hair department head makes sure the director is getting the exact look that they want from each and every person who appears in front of the camera. And if you think it's difficult getting your hair to look the same on a day-to-day basis, just think of how difficult it is for the hair department to make sure not a hair is different between shots that can often be filmed several days apart.

NAME:
WILLIAMS, SCOTT

S.H.I.E.L.D. PROFILE

POSITION
MAKEUP DEPARTMENT HEAD

PAST MISSIONS
The X-Files (2002), CSI: Miami (2011)

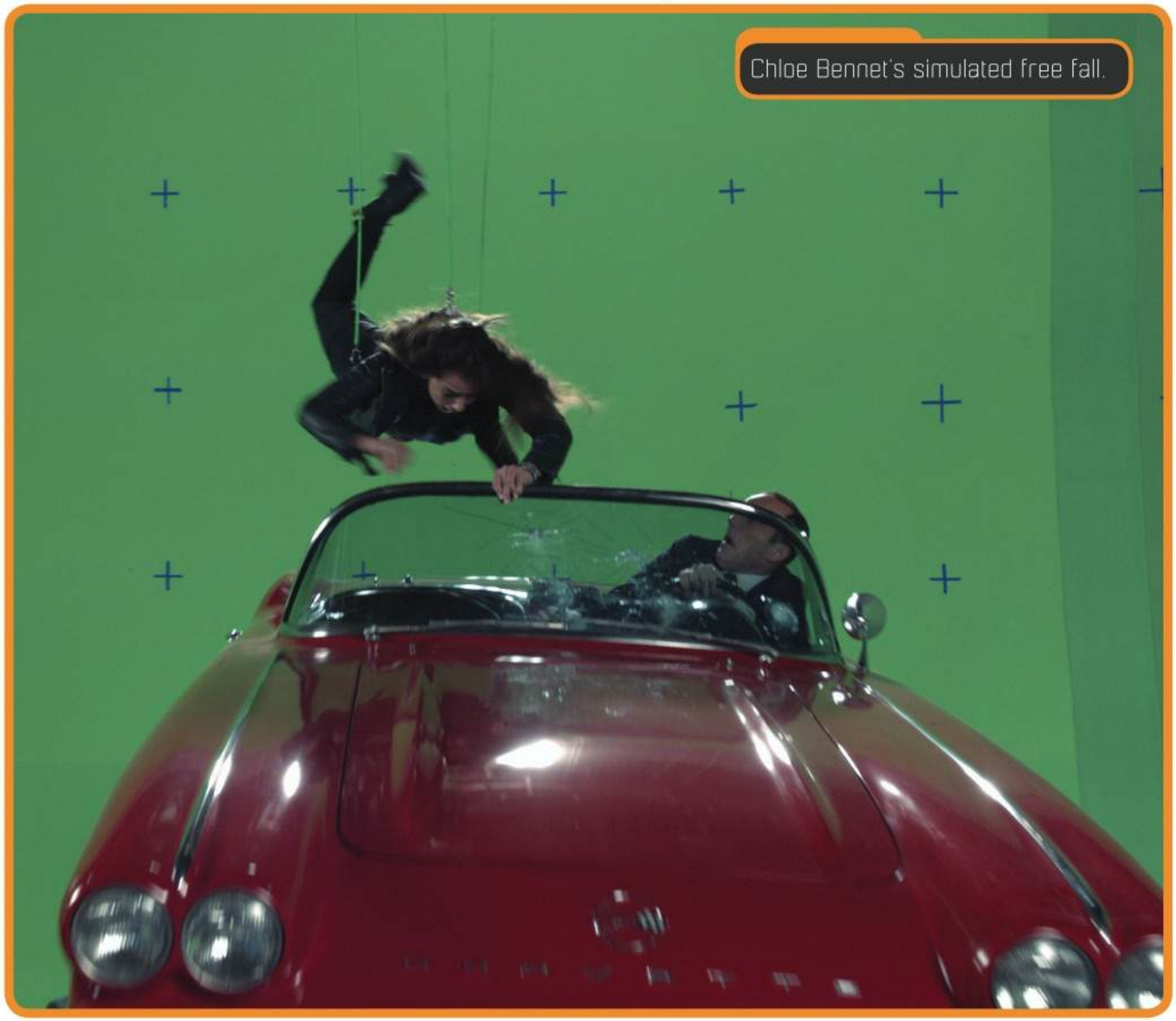
ASSET DETAILS
The makeup department head is responsible for the applying of makeup of all kinds. From small touchups to the burn damage seen on Mike Peterson/Deathlok, makeup can alter not just the appearance of the actors but also cement an entire episode's credibility. Running the gamut of cuts, bruises, stabs, and more, Montesanto-Medcalf faced a wide variety of challenges during the course of the season.

NAME:
MONTESANTO-MEDCALF, CHERI

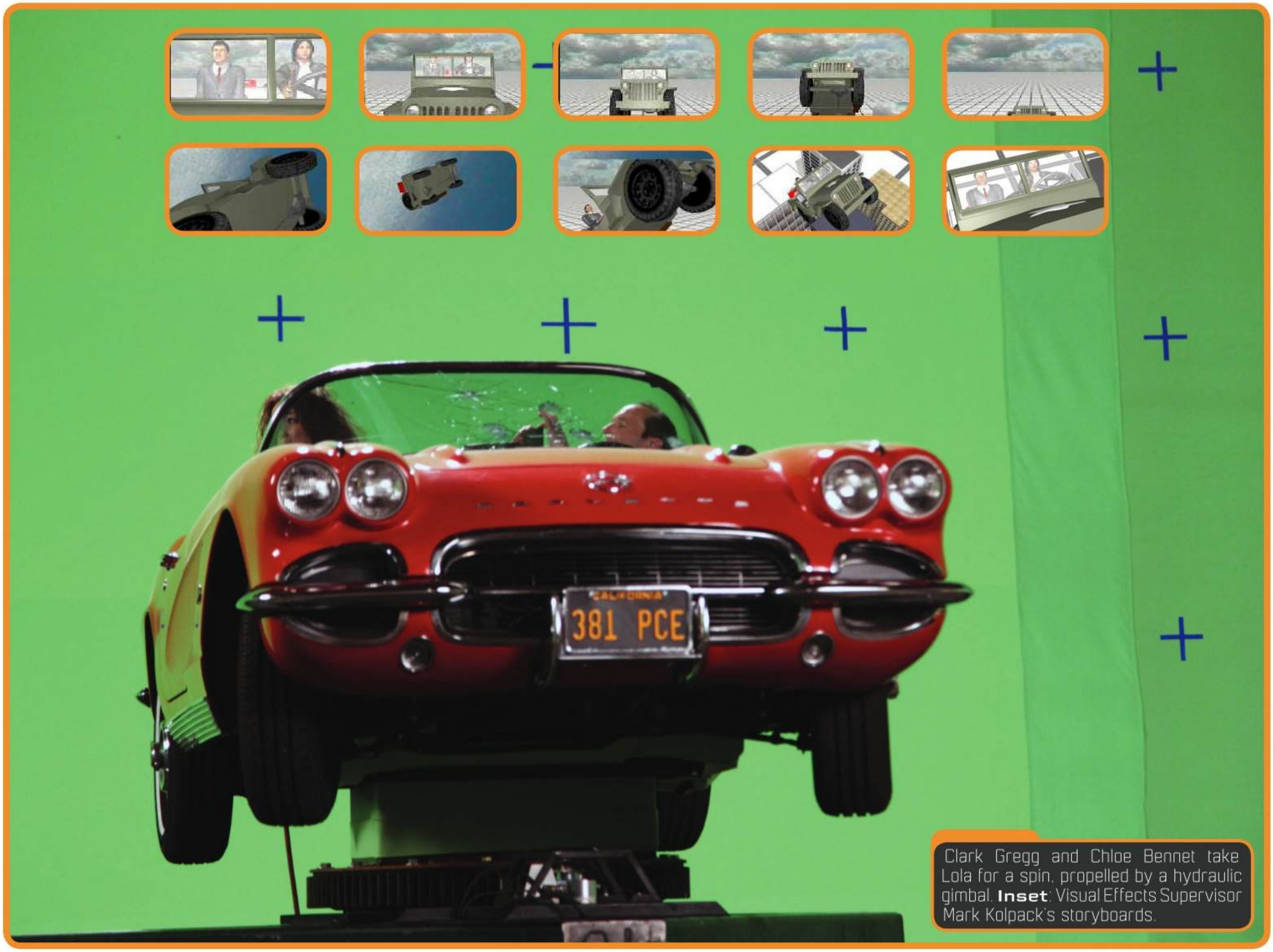
LOLA: THE HERO

Coulson's painstaking attention to Lola has been a running gag throughout the season. But in "Nothing Personal," Lola gets her heroic moment: a nail-biting escape from the Bus with Deathlok in pursuit, shot in two parts over as many days. The first day of filming took place on Stage 15's loading-ramp set. Lola was fitted with explosive squibs for the high-intensity gun battle during which the windshield would shatter. The action continued all the way up to Lola's backward roll off the ramp.

The next day, on Stage 11, Clark Gregg and Chloe Bennet strapped in as Lola was placed onto a hydraulic motion base in front of a greenscreen to film the freefall sequence during which Coulson struggles to get the engine going and Skye struggles to stay aboard.



Chloe Bennet's simulated free fall.



Clark Gregg and Chloe Bennet take Lola for a spin, propelled by a hydraulic gimbal. **Inset**: Visual Effects Supervisor Mark Kolpack's storyboards.

00:00

44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 03_19_14

MISSION END: 03_31_14

MISSION TRANSMISSION: 05_06_14

Written by Jeffrey Bell
Production Dates: March 19, 2014 - March 31, 2014
Original Airdate: May 6, 2014

Mission Briefing

In flashback, John Garrett takes a young Grant Ward out of juvenile detention. Garrett makes the troubled youth an offer to get him out and into a secret organization. Under Garrett's wing, Ward learns how to survive through tough love in an isolated forest. Throughout the flashbacks, Garrett reinforces a cruelty deep within Ward, and makes him an agent of Hydra planted deep within S.H.I.E.L.D. In present day, Coulson's team calls a dive motel their home, reduced to watching the local news for intelligence. Coulson has traced everything they've been dealing with the past several months to one source: Cybertek. Coulson and May infiltrate Cybertek's operations to activate a Trojan Horse virus Skye developed. But the team quickly realizes Cybertek doesn't have a mainframe. All their files are paper—and within them is the revelation that John Garrett was the first experiment in the Deathlok program. Elsewhere, Ward and Garrett are using the Bus as their base of operations, where Raina has been working to resynthesize the GH-325. Deathlok corners her, threatening her for taking his son, but Raina deflects by asking him what he knows about Skye. She tells Deathlok that she and Skye may share a similar gift. The conversation is cut short as Garrett bursts into the lab. His organs are failing, and the Cybertek cybernetics aren't keeping him alive. Centipede isn't just an operation to create super-soldiers—it's also a program to keep Garrett alive. When Coulson's team tracks Garrett's operation to Cuba, Coulson, May, Skye, and Trip are cornered in Garrett's underground base, and Fitz-Simmons are captured by Ward. In a moment of inner turmoil, Ward decides to jettison a med pod containing Fitz-Simmons into the ocean, leaving them for dead. And worse: Raina's resynthesized GH-325 is inserted into Garrett's cybernetics—and the effects are bolstering.

Field-Op Notes

• Coulson and his team get a little old-school help thanks to a suitcase filled with classic S.H.I.E.L.D. tech accumulated by Trip's grandfather, a former Howling Commando.

Running Behavioral Observations

• 'If the job was easy...' - 1

MOVING HEAVEN AND EARTH

On a sunny March 17, 2014, a 4.4 earthquake awakened Los Angeles—perhaps a sign of earth-moving events to come for *Marvel's Agents of S.H.I.E.L.D.* With the two final episodes approaching, the director, producers, and cast met in the production office for a story conference for the season's penultimate script. A TV tradition, the story conference allows those present to hear the episode in the characters' voices prior to filming. On most occasions, the cast has already read the script prior to the conference and are familiar with all the shattering twists and turns. But such was not the case for the still-untitled penultimate episode.

The first read-through was powerful—like the cast was watching an episode of their own show. Chloe Bennet learned for the first time that Skye might share a gift with the infamous, flower-dressed Raina. The entire room gasped as Ward jettisoned Fitz and Simmons, trapped inside the med-pod, into the ocean below.

And viewers finally see more of Ward's past, in which the season's theme of mentorship continues—this time between Garrett and Ward, a troubled youth in need of an authoritative father figure.

Fitz has difficulty believing Ward would betray the team without being manipulated. Although Ward struggles with affection versus duty, has he gone too far to ever be redeemed? "One of the things about Ward is we want that question to remain," Executive Producer Jed Whedon says. "Most people who are terrible were made that way. And it's not forgivable to do terrible things to people, but a lot of it is learned behavior."

"Ward is who he is partly because of Garrett's conditioning," Executive Producer Maurissa Tancharoen further explains. "Because of his devotion to the only person that's ever shown him any kind of compassion; he had a real relationship with Garrett. So Ward's purpose has always been to do things for Garrett. He's still being a good son. You know, regardless of how or what he's doing."

Cybertek file labels (Geoffrey Mandel).

00:00 44:00

SURVEILLANCE FOOTAGE DETAILS...

MISSION START: 03_23_14

MISSION END: 04_09_14

MISSION TRANSMISSION: 05_13_14

BEGINNING OF THE END

Written by Maurissa Tancharoen & Jed Whedon
Production Dates: March 23, 2014 – April 9, 2014
Original Airdate: May 13, 2014

Mission Briefing

In a stark office building, Cybertek manager Kyle Zeller introduces a new recruit to their operation. It's a facility built for Zeller and fellow operators to monitor and handle Centipede's super-soldiers through the X-ray eye devices implanted into their heads. The new recruit gets a crash course in operations, as he's been hired just in time to see Centipede soldiers cornering Coulson's team in Garrett's Cuban base. With the assistance of the Asgardian Berserker Staff, May and the team fight their way out of the hideout. Elsewhere, Quinn has teamed with Garrett and Raina to sell the military their new super-soldiers. They just need to demonstrate the soldiers' effectiveness. But Garrett's newfound GH-325 powers have made him unstable. He's begun carving the alien symbols seen in T.A.H.I.T.I. into walls and glass. Fitz-Simmons, locked deep in the ocean in the med-pod, concoct a last-ditch plan to reach the surface. On the verge of death, Fitz is pulled to safety by Simmons, who is surprised to find Nick Fury in a helicopter at the surface waiting to rescue them. Coulson and his team infiltrate the Cybertek compound, the site of Quinn's demonstration of the super-soldiers, and a firefight ensues. Fury comes to Coulson's aid, and the two corner Garrett and Deathlok. Skye is able to find Mike Peterson's son, Ace, and turns Deathlok to their side. Deathlok crushes Garrett's chest—and Coulson disintegrates him with a familiar weapon for good measure—and the battle is won. Ward is taken into custody. Finally able to confront Fury, Coulson receives answers he has been seeking and is tasked by the former director of S.H.I.E.L.D. to rebuild the organization from the ground up.

Field-Op Notes

- At the Playground, the team meets Billy Koenig—Eric's identical brother, with whom he had mentioned logging some major *Call of Duty* hours.
- Who is the man Raina believes to be Skye's father?

Running Behavioral Observations

- Fitz and His Monkey - 1

THE END

Nearly two years after preproduction commenced on the pilot, filming began on the season's final episode. "We felt like the season itself was a movie, and we wanted a happy ending in a way," Executive Producer Jed Whedon says. "We've kicked the team in the teeth so many times. After S.H.I.E.L.D. falls, they just can't win."

"We're a little bit back to square one," Executive Producer Maurissa Tancharoen says. "You feel like that square one is full of hope and heart and purpose. Which is really nice. And it's boiled down to the basics. Fury just gives Coulson the task to start over. A fresh start."

"Coulson is such a stand-up guy," writer and Co-Executive Producer Monica Owusu-Breen says. "He's the epitome of a good man. Even in a lying organization full of secrets and spycraft, he still manages to carve out some good and some honesty and some idealism."

The finale ties up many of the season's running threads but also leaves us with several key questions.

Coulson has found resolution for his mission and his past. But in the episode's closing moments, the audience is witness to the GH-325's influence on his mind as he begins auto-writing the strange symbols onto a wall. What could the symbols mean? And could the hypergraphia be a potential side-effect of his involvement in Project T.A.H.I.T.I.?

Ward, now free from Garrett's influence, must face punishment for his crimes. His future as an agent of S.H.I.E.L.D. is uncertain, as are the personal relationships he's built. "Now that Garrett is out of the picture, one of the things to explore at the end of the season is what that'll mean to Ward," Executive Producer Jed Whedon says. "Ward defined himself by a single other person. And when that person's gone, it's going to leave sort of an identity crisis."

May's secret mission to observe the effects of T.A.H.I.T.I. on Coulson has been revealed, and she must now regain the trust of one of her closest confidantes while helping pick up the pieces in the wake of recent events.

Skye is left to ponder the mystery of her past. What does her status as an 0-8-4 mean? Will she be able to uncover the truth?

Fitz-Simmons have escaped certain death thanks to Nick Fury's ever-watchful eye, but Fitz's condition and strength are unknown.

And amid all this, S.H.I.E.L.D. must begin anew. Again the company man following orders, Coulson heads to a secret base called the Playground to begin his latest mission as acting director.

As Coulson himself tells the group, "One man can accomplish anything when he realizes he's a part of something bigger. A team of people with that same conviction can change the world." This mission statement seems to be the series' marching orders heading into its second season.

"We've laid a great groundwork for these six humans who are completely non-super-powered in this vast world of powers around them," writer and Producer Rafe Judkins says.

His writing partner Lauren LeFranc continues, "S.H.I.E.L.D. is definitely going to be different, but at the core of the show is Coulson and this ragtag team. We're still in line with that, and that's the fun of what we wanted the show to be from the get-go. And what do you do when you're normal people without a giant organization to back you up? And what's going to happen next?"

"We wanted to obviously tee up all of those mysteries," Jed Whedon says. "What's Raina up to? What's the Skye story? And then finally at the end there's a mystery about Coulson. But we did want to feel their victory. We wanted to feel that, even though they're now wounded and down many men."

"So much about Season One was introducing people to the show and to the characters. They've come to fall in love and fall out of love and get invested in who these people are," Executive Producer and Head of Marvel Television Jeph Loeb says. "Now in season two, we get a chance to take all of those things and again turn them on their head and ask those hard questions like, 'Now who do we trust?' 'Where is the next adventure going to take us?' And that hardest question: 'Who is going to survive?' That's the part that we're looking forward to—just keeping people surprised. We just want to be the show that after every single episode, you look at your television set or you look at your family and you go, 'Is that what they just did? I can't believe that just happened.' And if we can achieve that again, then we'll be the show that we set out to be."

The cast and crew in front of Stage 15 on April 8, 2014.

Front Row (Left to Right): Bill Paxton, Chloe Bennet, and Maximiliano Hernández. **Second Row**: Clark Gregg, Elizabeth Henstridge, Ming-Na Wen, and Maurissa Tancharoen. **Back Row**: Brett Dalton, Iain De Caestecker, B.J. Britt, Jed Whedon, Saffron Burrows, and Titus Welliver.

TECH
&
THREADS
CXD 23
Airborne Mobile Command Station
For Your Safety
avitonium (Gr)
mic Number 123
mic Mass 308

CHAPTER_04

Property Master Scott Bauer.

Costume Designer Ann Foley.

INTRODUCTION

What would the agents of S.H.I.E.L.D. be without their cutting-edge gadgets or their slick, stylish threads? From the Night-Night Gun for nonlethal combat to the sleek, aerodynamic catsuit May wears when she scales a high-speed locomotive, they are part of the fabric of the show.

Costume Designer Ann Foley—whose credits include *Indiana Jones and the Kingdom of the Crystal Skull*, *Terminator Salvation*, and *The A-Team*—was responsible for outfitting S.H.I.E.L.D. agents, super-soldiers, prisoners, and more.

Property Master Scott Bauer was no stranger to the land of high-tech spyware, having created props for *24*, *Mission: Impossible III*, and *Chuck*. Arming soldiers, stocking laboratories, and realizing strange and foreign 0-8-4s, the Props Department's creations often were the talk of the cast and crew.

Presented here are a selection of the props and costumes created by Ann Foley, Scott Bauer, and their incredibly talented teams.

GEOGRAPHICALLY DECRYPTED HARD DRIVE ACCESS, DATABASE INTEGRITY 95%. DISPLAYING RESULTS:

SHIELD-616

"THE BUS"

CXD-23 AIRBORNE MOBILE COMMAND STATION

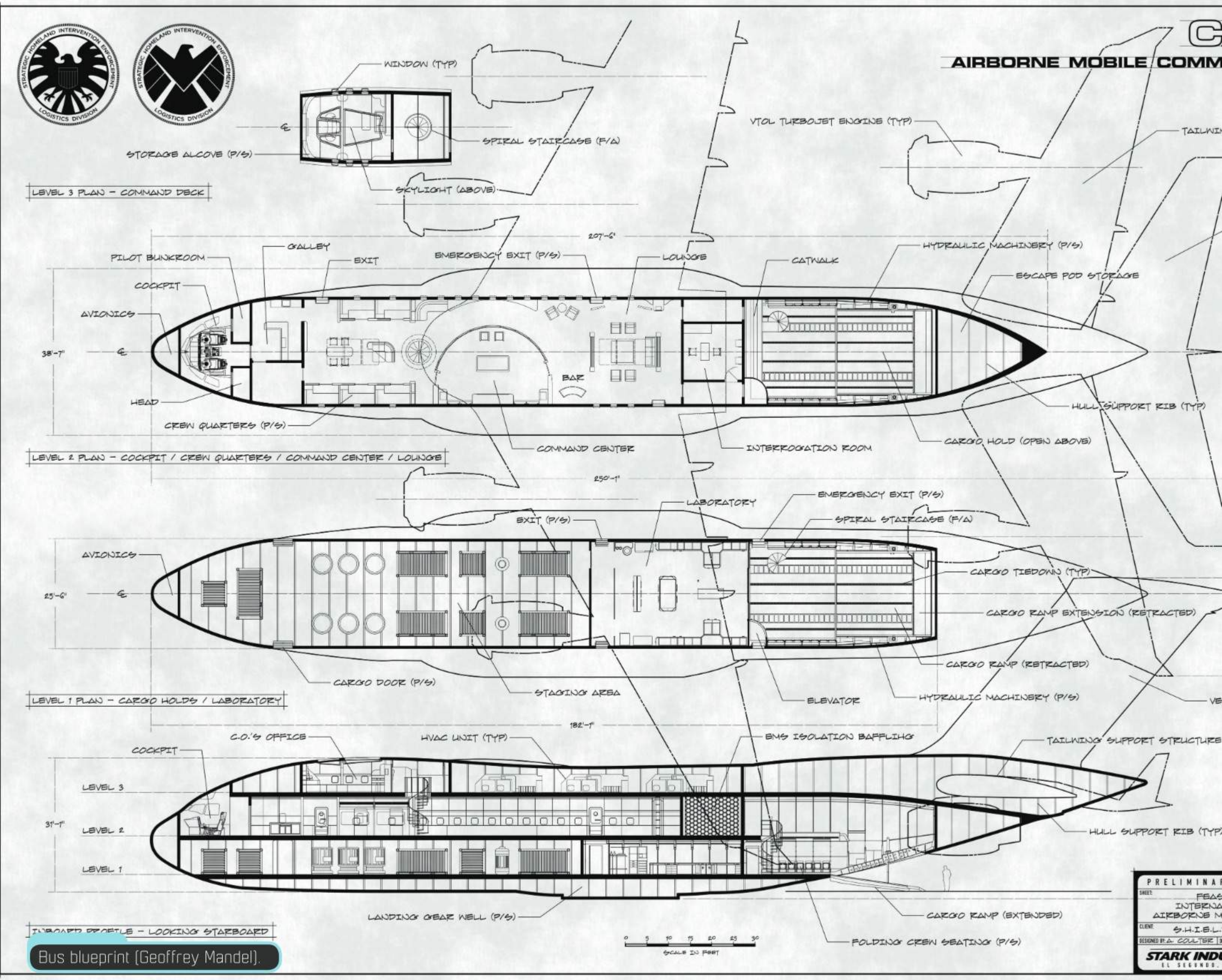
Technical Report
Clearance Level 6

Vehicle Registry
Database Sub-Level 6

CXD-23 Mobile Command Stations were primarily in operation in the S.H.I.E.L.D. fleet during the 1980s and 1990s. SHIELD-616 received a complete overhaul following the Battle of New York by order of Fury, Nicholas J. and Coulson, Phil J. SHIELD-616 is retrofitted with offensive and defensive capabilities, crew quarters, command area, interchangeable cargo configuration, and mobile laboratory.

Special modifications have been requisitioned and sealed from record by Coulson, Phil J.

Preproduction art.



Bus blueprint [Geoffrey Mandel].

LOLA

Technical Report
Clearance Level 6

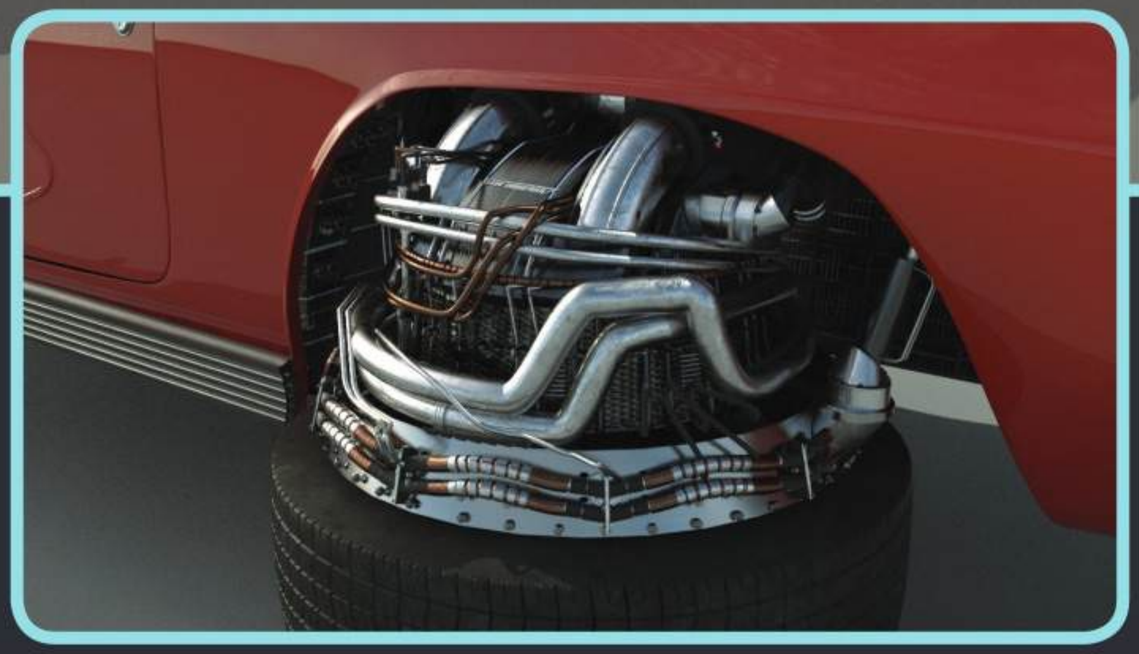
See Transportation Vehicle Schematic File NJF_2121

1962 Chevrolet Corvette modified with VTOL (Vertical Takeoff and Landing) propulsion technology developed by Stark Industries (see patent SI23491 for further details). Vehicle is equipped with light weapons and defensive countermeasures in configuration "J" adhering to the current U.N. treaty. Armament and features include flamethrowers and the world's first GPS device.

Vehicle is assigned to the personal care of Coulson, Phil J.

Early dashboard concept, including retro GPS navigation.

Lola in flight mode (VFX reference).



DRONES WIRELESSLY AUTOMATED TO RETRIEVE FORENSICS

(AKA D.W.A.R.F.s)

Technical Report
Clearance Level 6

See Engineering Schematic File LF_295B through J

Custom-developed by Agent Leopold Fitz, these remote-operated quadcopter drones—controlled via tablet device—have been fabricated for individual capabilities specific to mission parameters. These parameters include, but are not limited to: recording spatial dimension and texture, field-testing meta-density and radiation, and documenting user-defined physical observations.

Early color pass.

Incapacitating Cartridge Emitting Railgun

(aka I.C.E.R.s)

Technical Report
Clearance Level 6

See Engineering Schematic File LF_R5230

(Weapons Field Test Report and Analysis Available) .45-caliber, semiautomatic8-round magazine firing nonlethal dendrotoxin capsule ammunition. The I.C.E.R. is the second-generation successor to LF_R5228 and LF_R5229 (otherwise known as the "Night-Night Pistol") with increased efficiency in stopping power. (See corresponding files for specifications of precursor devices)

THUNDERSTICK

Technical Report
Clearance Level 6

See Engineering Schematic File LF_R5240

Retractable tactical device—roughly size of a police baton—which omits a powerful, 360-degree shock wave capable of incapacitating biological life-forms within current operating parameters.

PERUVIAN 0-8-4

0-8-4 Incident Report Clearance Level 6

Incident Location: Llactapata, Peru

Report by *Fitz, Leopold*

Object appears to be German in craftsmanship, fueled by a fluctuating power source not corresponding to any known isotopes. Temporal matches seem to shift constantly. Emits chart-breaking gamma radiation. [See attached data file.]
Emitter is optical in nature, amplifying power to create beam of over 2 terajoules in magnitude.

RF Current Location: **[CLASSIFIED]**

ECHO CHAMBER

Technical Report
Clearance Level 6

See Engineering Schematic File LF_1138a

Holographic interface using beam-splitting diffraction to create full-sized representation of data from variety of sources. Sci-Tech Department 13 is examining for forensics utilization in field.

Art Department's early concept for the Echo Chamber's beam emitters.

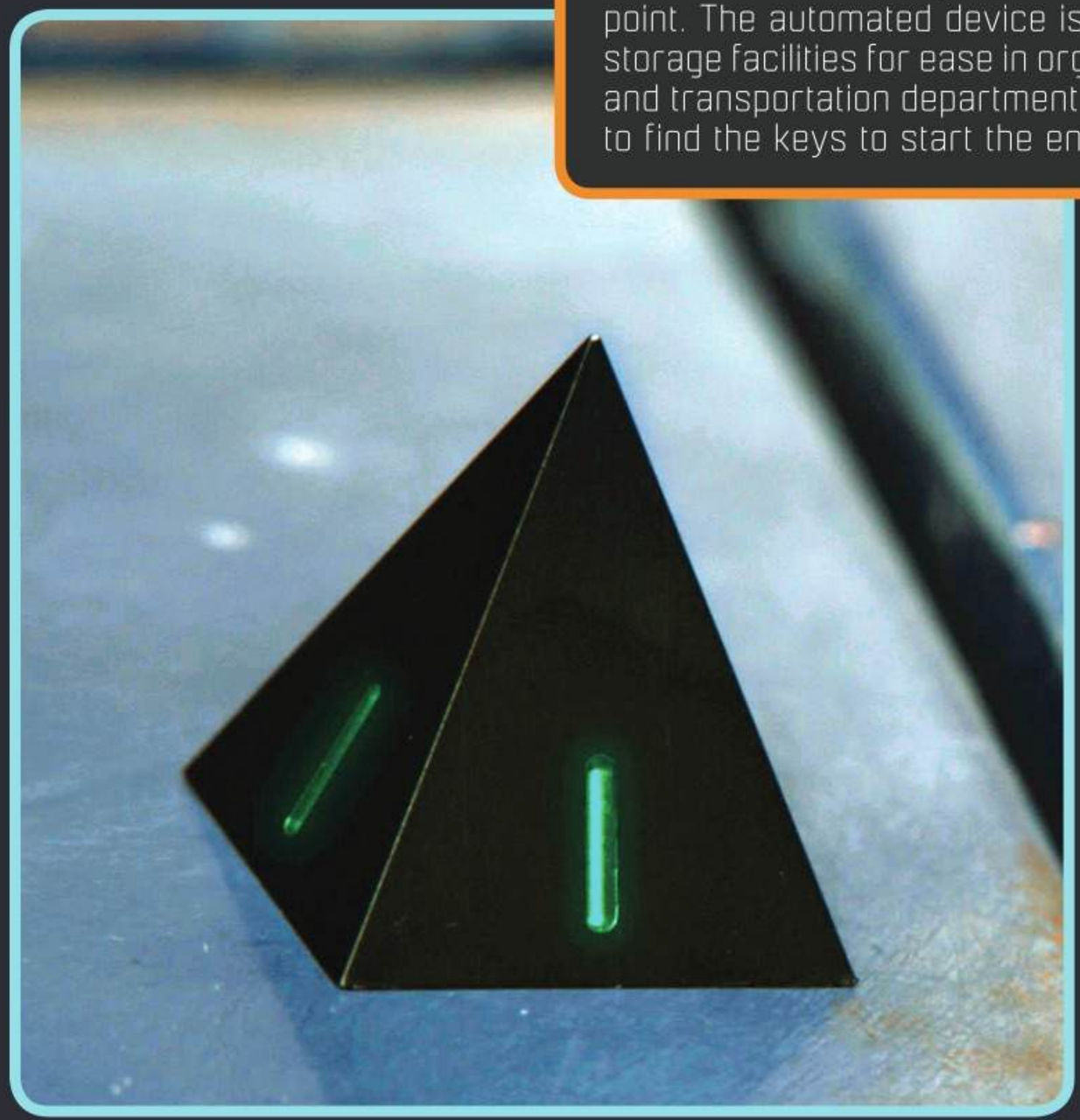
PYRAMID

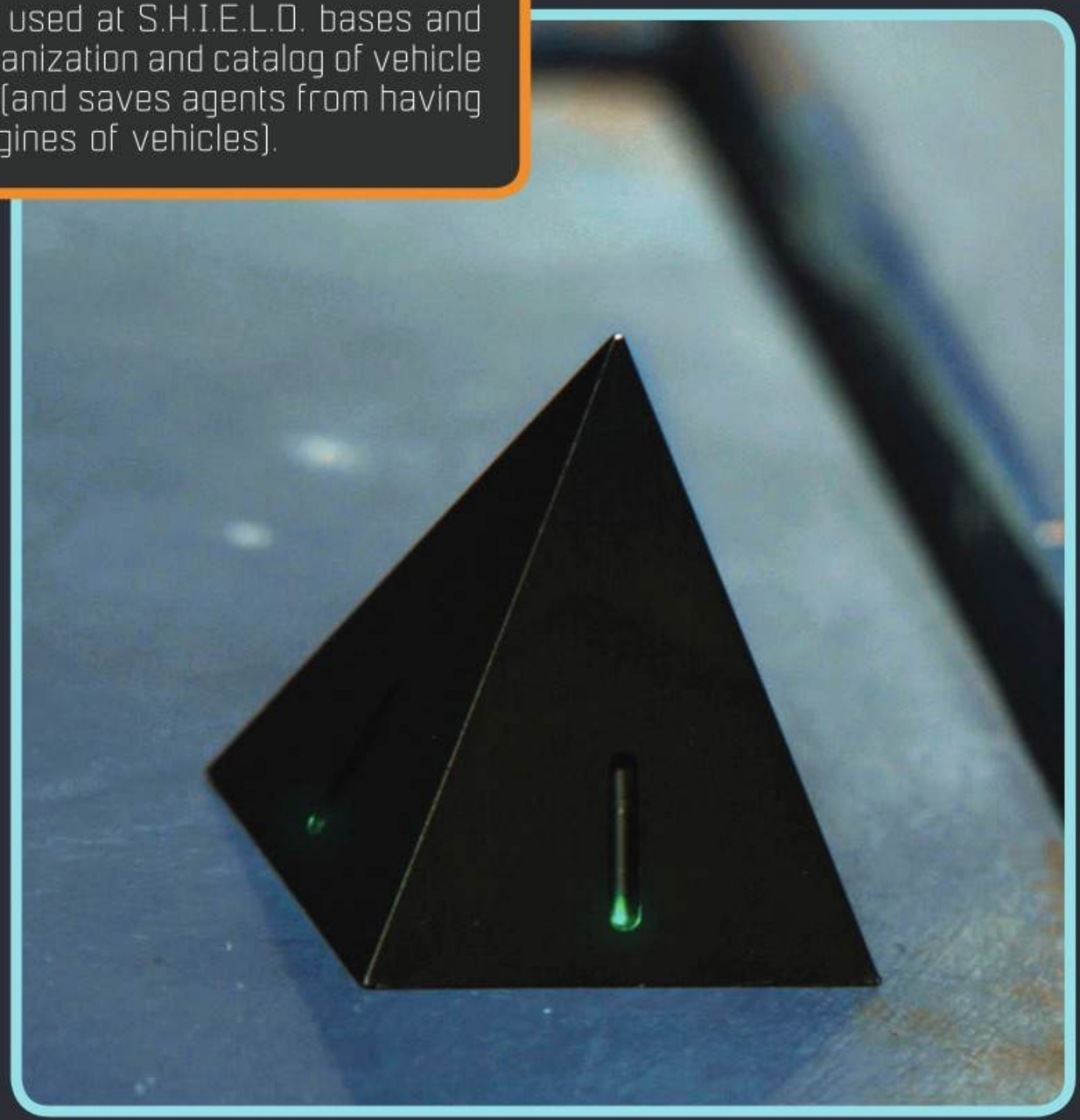
Technical Report
Clearance Level 1

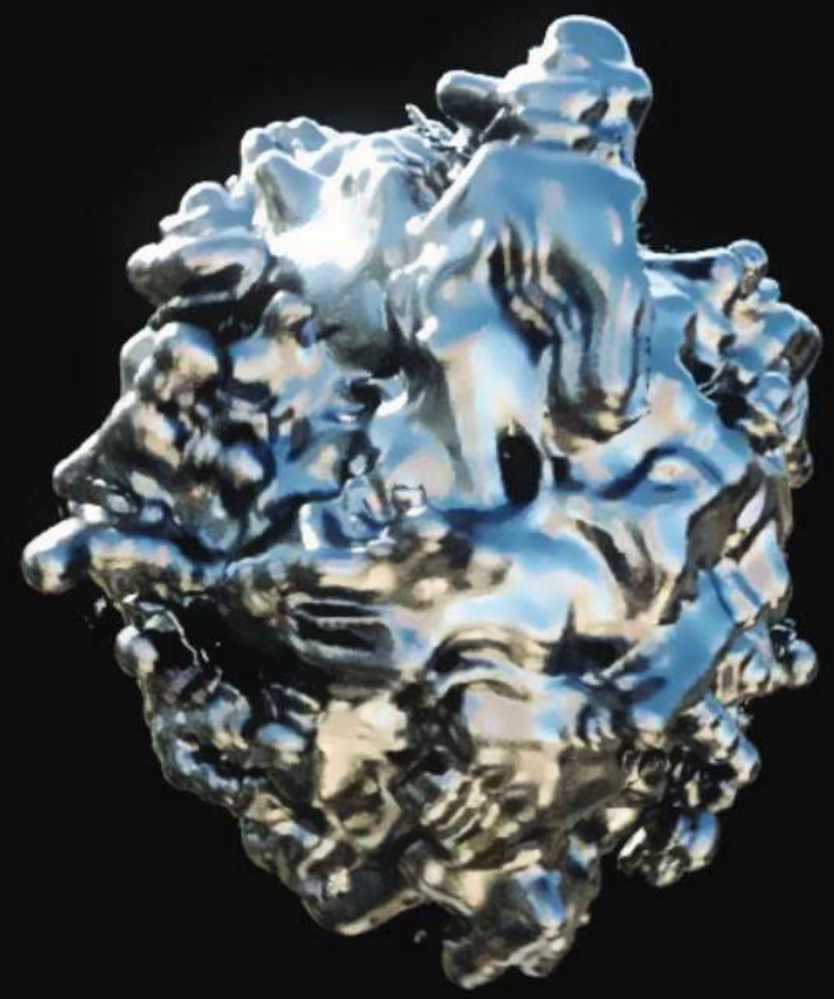
S.H.I.E.L.D. Standard Issue

See Transportation Schematic File KAG_13

Remote vehicle and personnel carrier interface and control point. The automated device is used at S.H.I.E.L.D. bases and storage facilities for ease in organization and catalog of vehicle and transportation department (and saves agents from having to find the keys to start the engines of vehicles).







GRAVITONIUM

Sciences Report Clearance Level 6

See Incident Report QuinnInd_79 (Patent Q192181)

Atomic Number 123, Atomic Mass 308

Extremely powerful high atomic element. Seems to have effect on gravitational field when introduced to electrical current.

All other information is classified.

X-RAY EYE

Technical Report Clearance Level 6

Engineering Schematics Unavailable

Engineering Schematics Unavailable
Acquired micro-transceiver device undergoing reverse-engineering at Sci-Tech. Does not require power source and interfaces directly with human brain. Capable of backscatter view without external supply.

WARNING: DEVICE MAY HAVE UNDETECTED FAIL-SAFE MECHANISM, RESEARCH WITH CARE.

GOLDEN RETRIEVERS

Technical Report Clearance Level 1

S.H.I.E.L.D. Standard Issue

See Engineering Schematic File Stark_25b

Remote-distribution unit for tracking and surveillance. Probe launcher contains 12 to 15 individual capsules. Probes are individually propelled by golden propulsion units located at core.

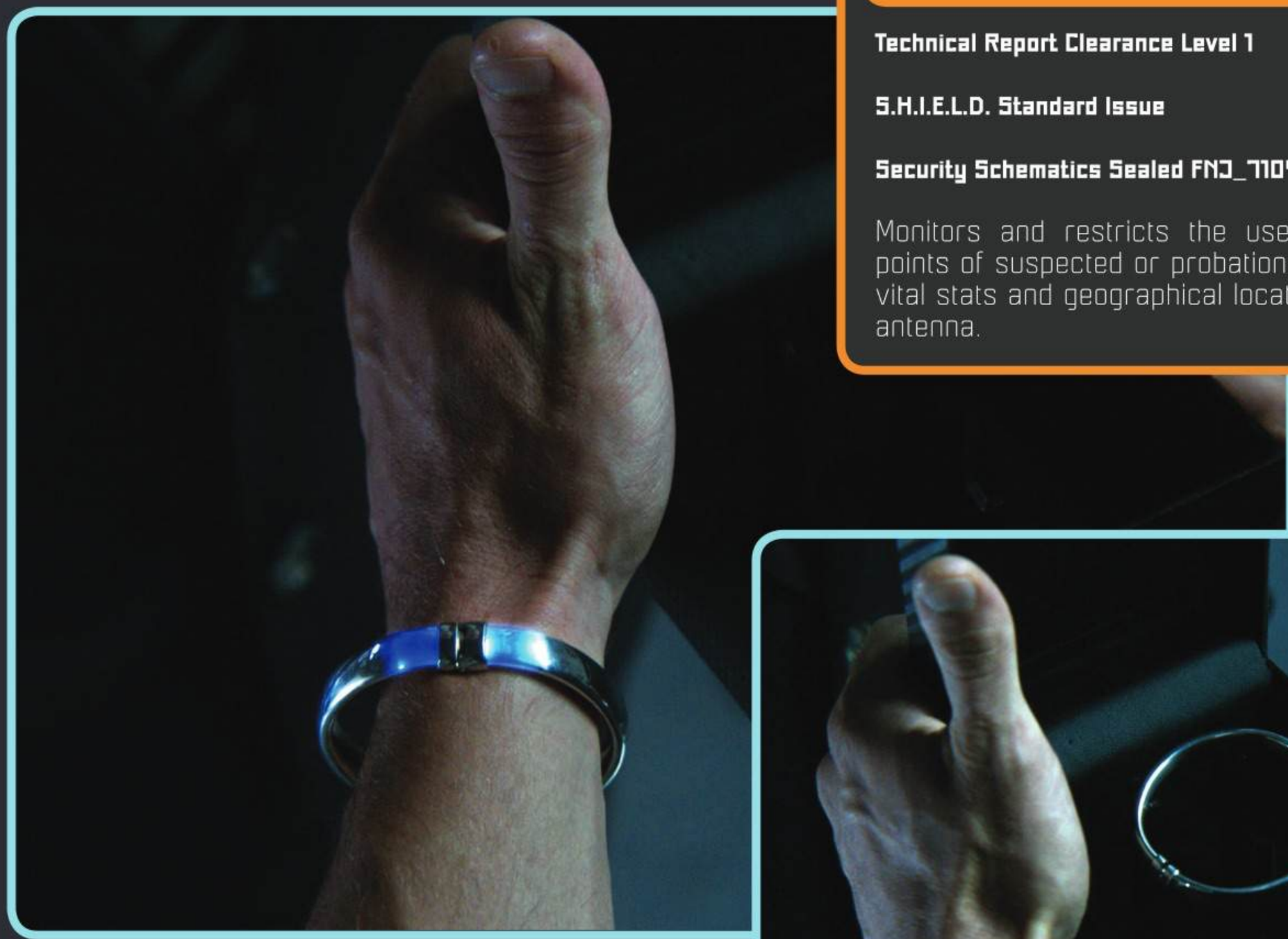
TRACKING BRACELET

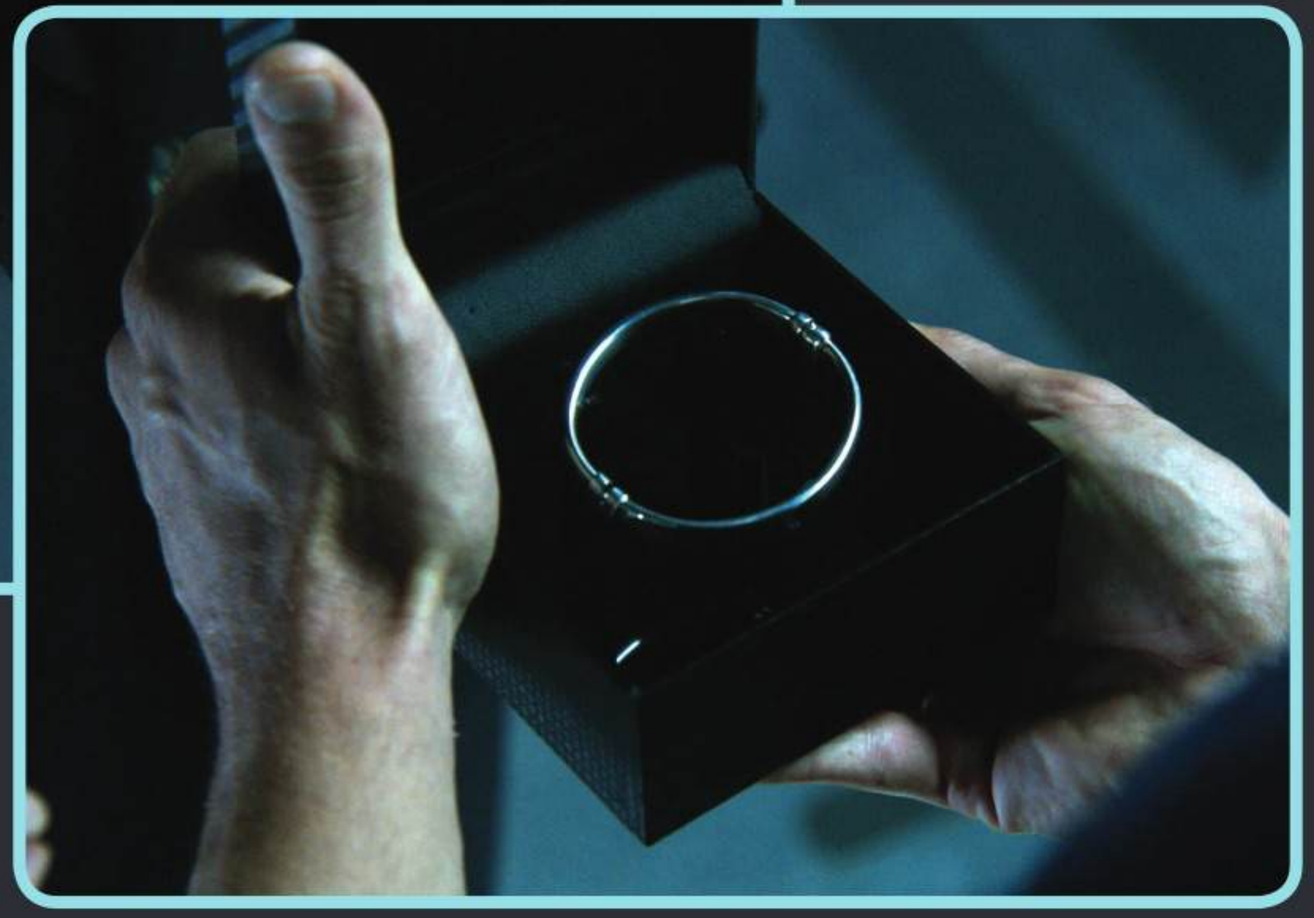
Technical Report Clearance Level 1

S.H.I.E.L.D. Standard Issue

Security Schematics Sealed FNJ_71043

Monitors and restricts the use of technological interface points of suspected or probationary assets. Monitors asset's vital stats and geographical location via unpowered phantom antenna.





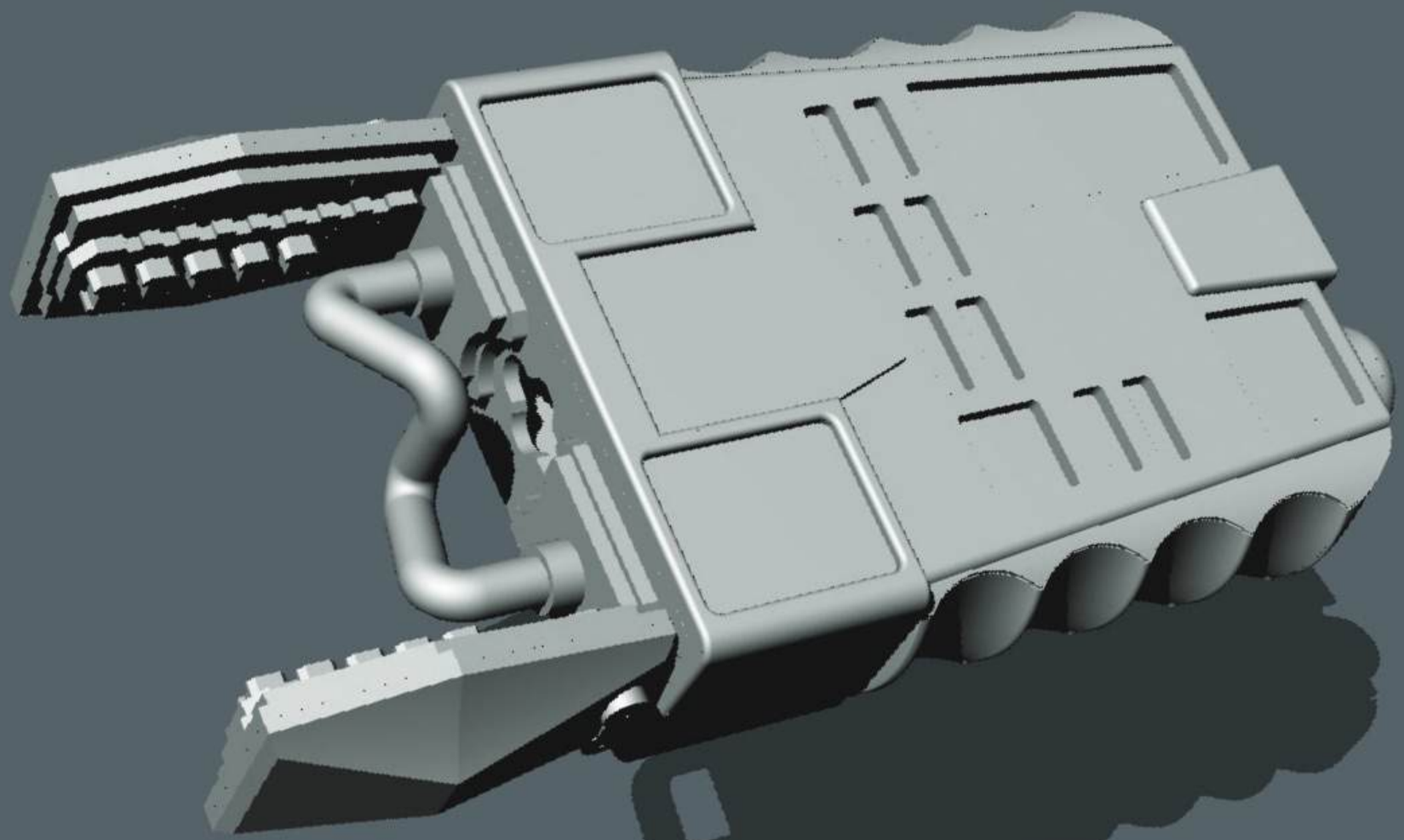
PICK-LOCK DEVICE

Technical Report Clearance Level 1

S.H.I.E.L.D. Standard Issue

See Engineering Schematic File BAB_81

Small pinpointed explosive device for use on deadlocked passages (electronic or non). Three-dot display when charge is armed.



ANTI-SERUM DELIVERY MECHANISM

Technical Report Clearance Level 6

See Engineering Schematic File LF_54621

Custom-developed by Agent Leopold Fitz for delivery of special mineralized solution combined with electrical current. Antibodies administered through the device to counteract foreign agent.

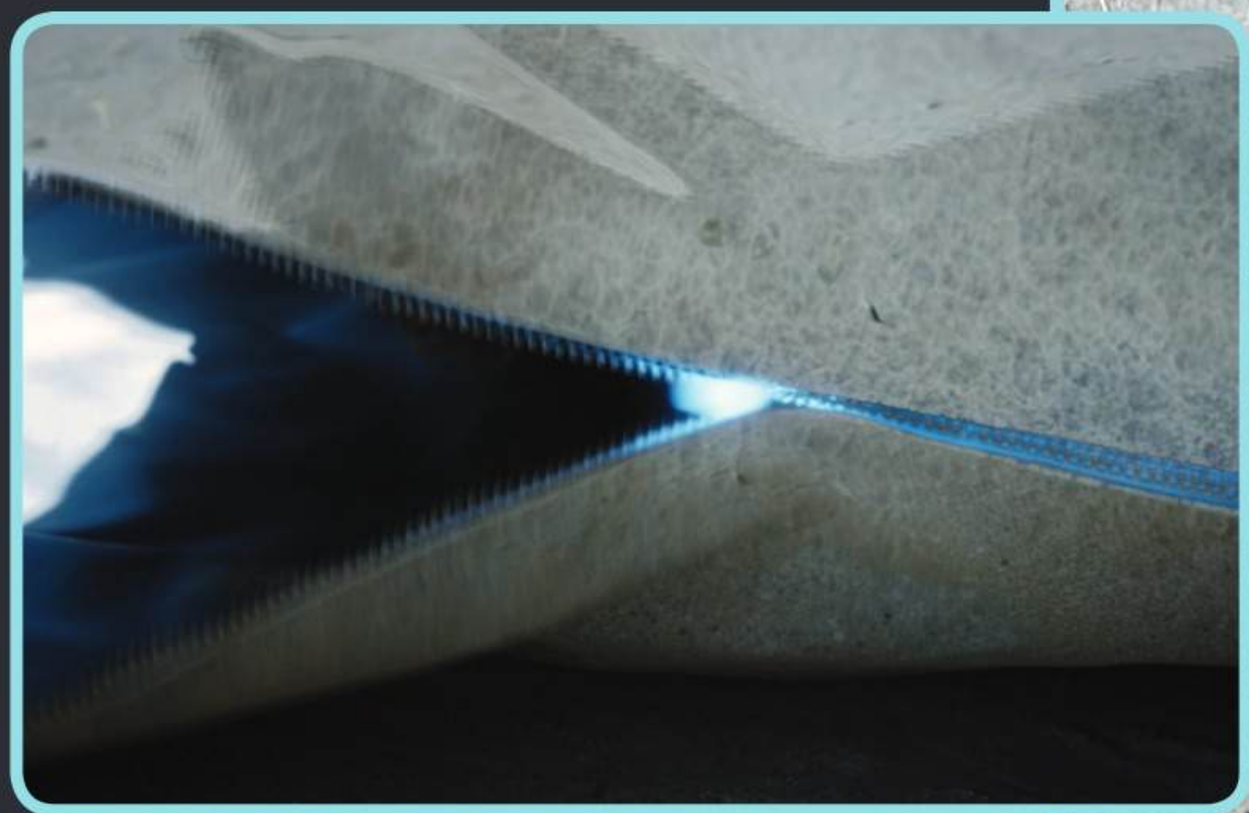
All other objectives of device are classified.

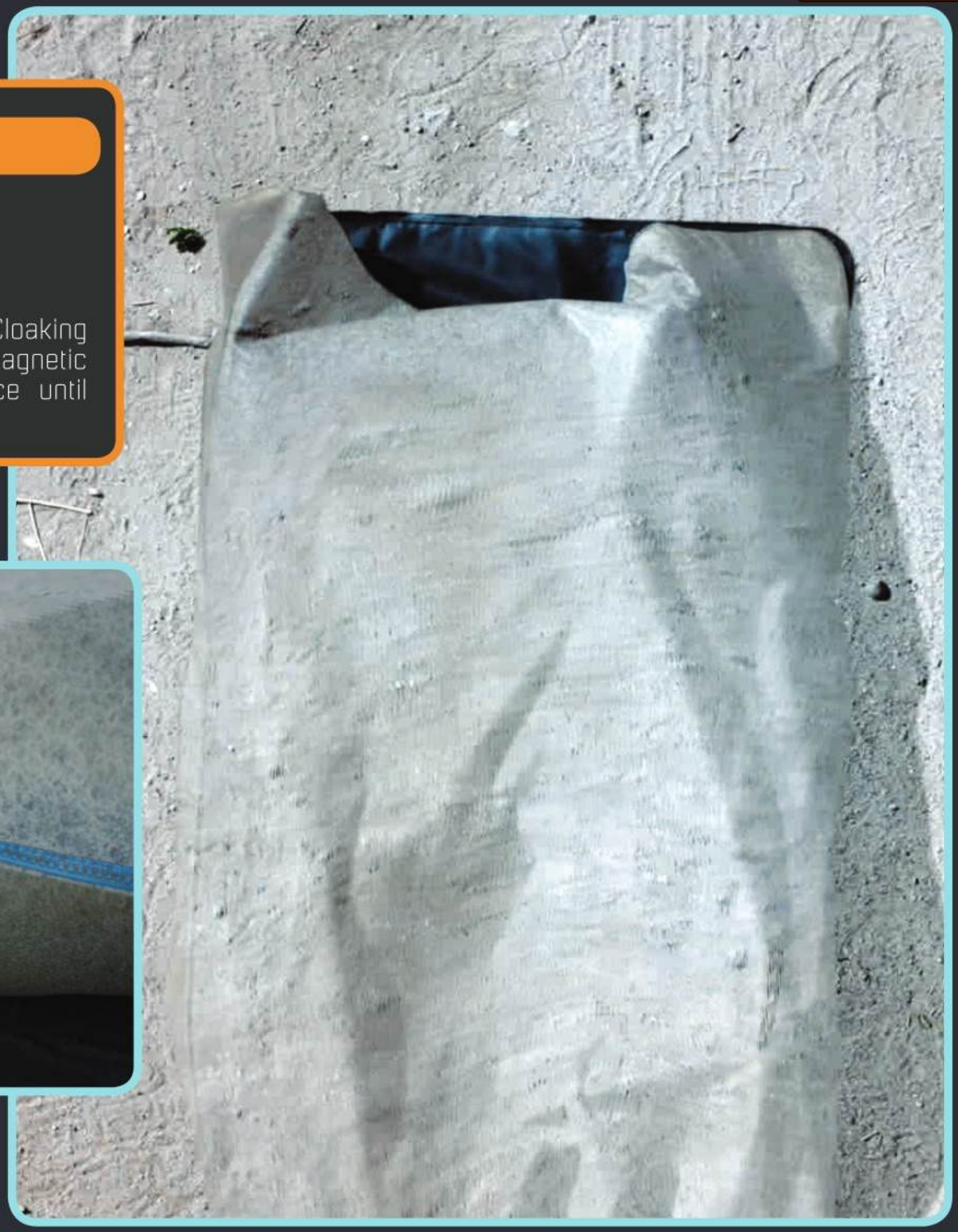
MAG POUCH

Technical Report Clearance Level 6

See Engineering Schematic File LF_A29

Tactical device collapsible to pouch containment. Cloaking effect similar to Helicarrier implementation. Electromagnetic current bonds pouch contents to magnetic surface until current is disconnected.



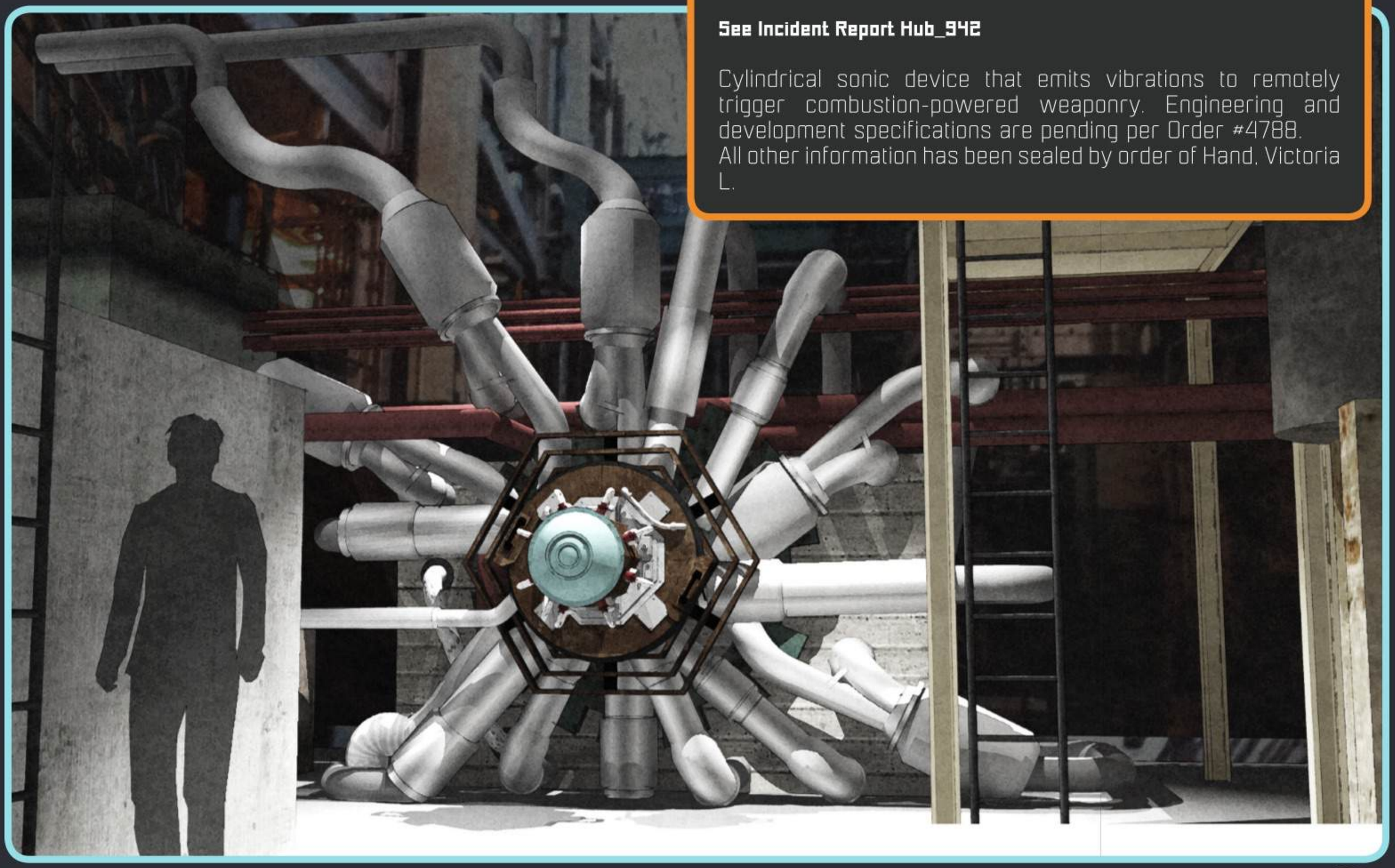


OVERKILL DEVICE

Sciences Report Clearance Level 6

See Incident Report Hub_942

Cylindrical sonic device that emits vibrations to remotely trigger combustion-powered weaponry. Engineering and development specifications are pending per Order #4788. All other information has been sealed by order of Hand, Victoria L.



WORLD WAR II RADIO WRISTWATCH

Personal File: ***Coulson, Phil J.***

Data Record 27

1x Polish-designed wristwatch circa 1939-1945. Only 20 known to remain in existence.

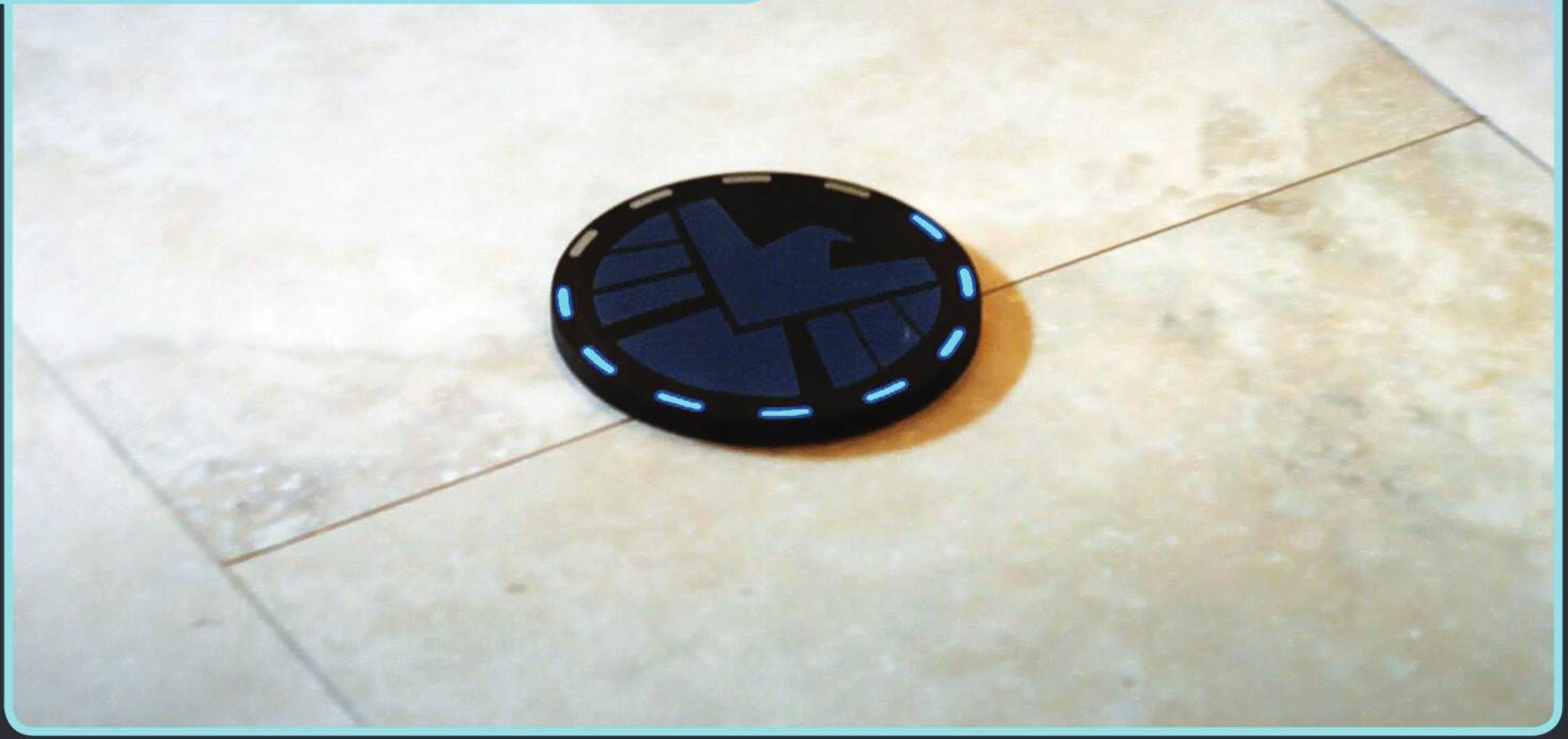
STROBE DISC

Technical Report Clearance Level 1

S.H.I.E.L.D. Standard Issue

See Engineering Schematic File KAG_83t

Rechargeable tactical unit that emits blinding flash of over 800 lumens.



THE MANY SUITS OF AGENT COULSON

Phil Coulson is a company man through and through, in both manner and dress. In *Marvel's The Avengers* and the previous Marvel Cinematic Universe films, Coulson sports S.H.I.E.L.D.-regulation suits in grays or blacks similar to those worn by his fellow agents. But now that he's come back from the dead, he's also changed his sense of style. "What we have done is streamlined his suits," Costume Designer Ann Foley says. "In the previous films, his suit was a different cut. It was a much more basic, normal cut than what we've been doing for him. The suits are a little bit slicker, the ties are slicker, and even his shirts are custom-made. We've really been tailoring them very specifically for him on this."

Many of Coulson's early suits drew inspiration from the classiest of super-spies, James Bond. But as the season progressed, Foley and her team put him into slim-cut suits.

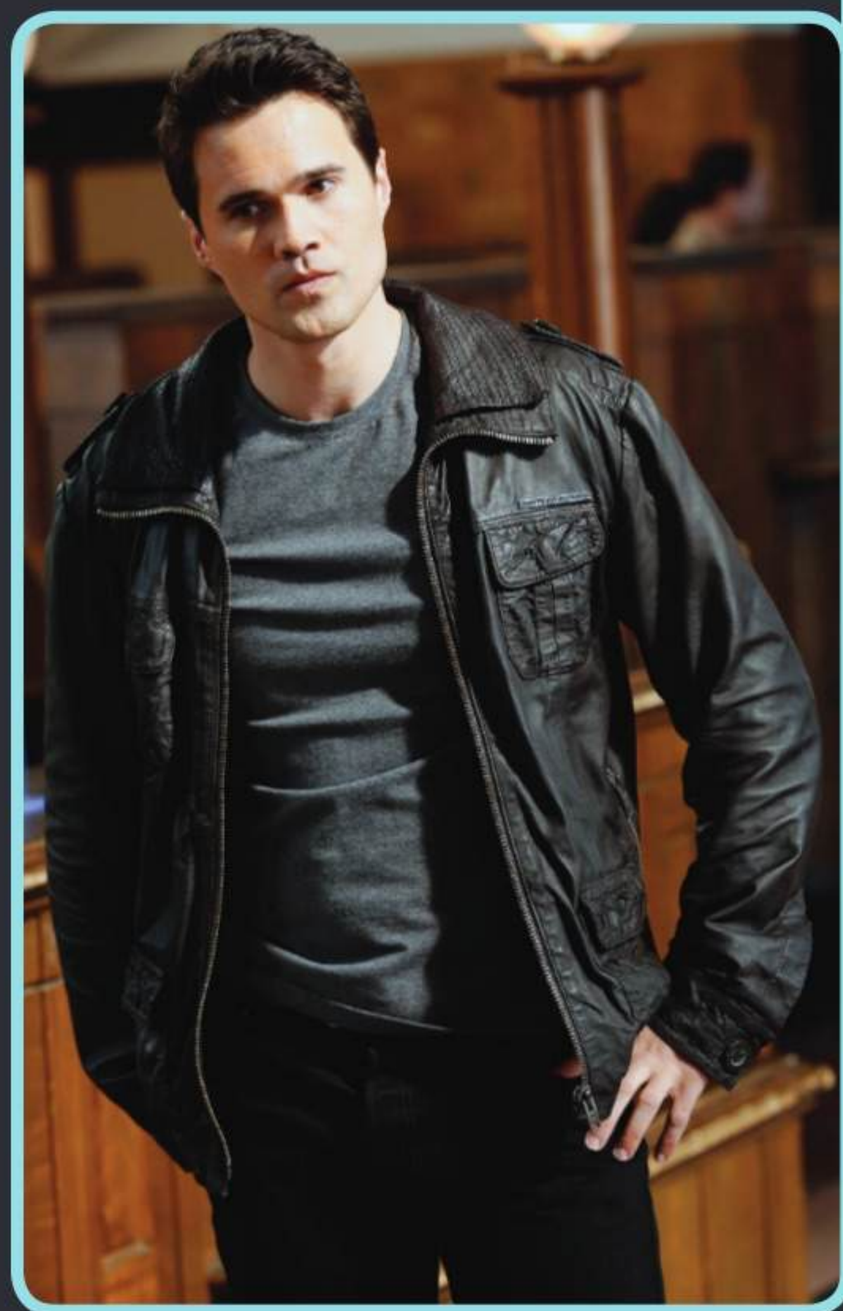
"Coulson's suit is his armor," Foley says. "In 'The Magical Place,' there's no tie, there's no jacket, and his shirt is open. One of the fans on Twitter had said it was like seeing a turtle without its shell. Because it made him more vulnerable."

Perhaps a result of his run-in with death, Coulson never wears a true black suit. "It's all grays and navies," Foley says. "I keep him out of black, and his shirts are all solid. There're never any patterns on any of them. Which is different from the films before he was killed by Loki."

GRANT WARD: TACTICAL

Unlike Coulson, Grant Ward almost always wears black—whether regulation suit for official business or combat-ready tactical gear.

"He needs to look leading-man sexy," Foley says. "But he's got his leather jacket and he's got his tactical jacket, and you pretty much don't need anything else."



Design for May's flight suit (Phillip Boutte Jr.).

MELINDA MAY: READY FOR COMBAT

Melinda May favors function over form. Nicknamed "The Cavalry," much to her dismay, she's ready for any type of situation at any moment. Her costuming had to reflect that mentality, while also conveying her role as pilot.

The lines of her uniform are based off Air Force flight suits, and her blue undershirt is a lightweight, breathable material that retains its shape despite its four-way stretch fabric. The Costume Department also printed a 3-D design onto the fabric to give it a cutting-edge look.

"It's the same print that Maria Hill had on her bridge costume," Foley says, referencing Hill's costume in *Marvel's The Avengers*. "It's sort of a tiny Y pattern, and her S.H.I.E.L.D. logo is printed directly onto the sleeves, as well."

The costume allows Ming-Na Wen fluid movement for all stunt work, which she also completes in three-inch heeled boots. "It gives her a great line," Foley says. "I mean you notice all of the female super heroes are all wearing boots. I think Lady Sif had four-inch platforms."

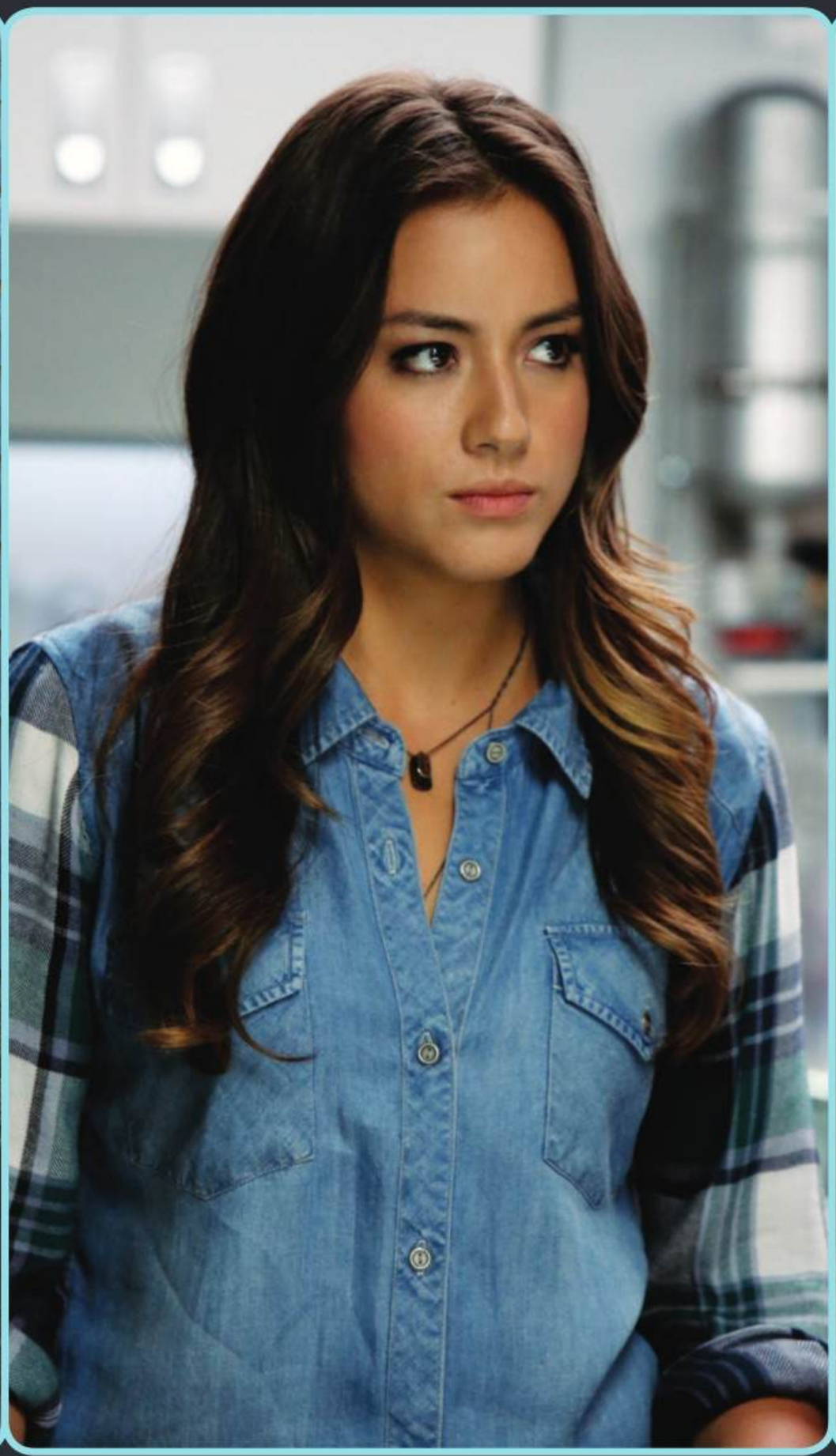
In "T.R.A.C.K.S.," May dons a more aerodynamic black-leather catsuit for an intricate operation on a train. Wen enjoyed being able to show May in a different costume than the tried-and-true flight suit. The costume came together quickly for Foley and her team, taking about a week from concept to camera.

SKYE: STREET STYLE

Foley strove to set Skye apart from the other characters, as the only team member who isn't initially an agent of S.H.I.E.L.D. The designer turned to street-style blogs for inspiration.

"There's a toughness to Skye—but there's also a softness to her, as well," Foley says. "We try to bring that through with her clothes." For example, Chloe Bennet may wear a striking leather jacket, but have a softer blouse or sweater on underneath it.

While Skye was costumed in brighter, more vibrant colors to start the season, her look became more muted as her S.H.I.E.L.D. training progressed and the show's tone darkened. "With Skye, we've done a shift in pallete, but we're still trying to stay true to the silhouette that we've established for her," Foley says. Despite the slow change in her wardrobe, Skye still wears sleek and noticeable clothes and stylish footwear, with several pairs of boots to complete her look.



FITZ AND SIMMONS: ACADEMIC TRENDSETTERS

Fitz and Simmons' unique style is less structured than their counterparts on the Bus, and actors Iain De Caestecker and Elizabeth Henstridge are game for whatever costume combinations come their way.

"With Simmons, we like to mix feminine elements with some masculine," Foley says. "I love mixing florals and the Peter-Pan collars with a tie and a blazer. And then she has these fabulous combat boots that have a wing tip. It's great." She tends to wear her lab coat more frequently than Fitz because she's handling biological materials versus tech. Foley has heard from the fans how much they love Simmons' style and what it conveys about her personality.

While Simmons' look is slightly similar to Fitz, Foley tries to give each of them an individualized style. "They should complement each other, but I'm not trying to dress them alike," she says. "They have their yin and yang."

Foley describes Fitz's look as a little more heritage. He wears vests, cardigans, ties, and plaids with jackets that have patches on the elbows and suede boots. "Iain doesn't dress at all like Fitz," Foley says. "But he loves the way Fitz looks because it helps him inhabit that character more."

While much of Fitz and Simmons' clothing comes straight off the rack, Foley and her team meticulously tailor each and every piece specifically for the actors.

Left and Middle: Designs for Raina's flower dresses (Phillip Boutte Jr.).

RAINA: THE GIRL'S FLOWER DRESSES

With her trademark floral-print dresses, Raina is one of the show's most visually striking characters. "The first time we see her on the street in Hong Kong, she's in a softer dress, and it's a white background with black flowers," Foley says. "Because you don't know who she is, you don't know what her intentions are. Next time we see her, we flipped it to the negative—a black background with white flowers—because now her intentions are becoming clearer." And the colors evolve further, growing darker with her character.

"By the time she comes back in 'The Bridge,' she's in black with blue flowers and a leather collar and cuff," Foley says. "I introduced leather into the dresses because it has more of an edge to it."

Each dress is custom-made from fabric printed to Foley's specifications, and each has a different silhouette. Foley works closely with Executive Producer Maurisa Tancharoen to match the color of Raina's dresses to the episodes' themes. Every time Foley hears the character is returning, she excitedly tells Tancharoen she has her Pantone book ready to pick out some new combinations.

MIKE PETERSON: ASSET TO DEATHLOK

Mike returns in "The Bridge," outfitted for battle by Fitz and Simmons in a suit that monitors his vitals and regulates the Centipede serum.

"I wanted there to be some kind of continuity because it is a S.H.I.E.L.D.-issue suit," Foley says. "And also like May, he needed to fight and be able to move in it. So it's a combination of leather and printed Eurojersey."

But Mike's time in the suit is limited, as he soon becomes Deathlok. Foley and her team enlisted the help of illustrator Phillip Boutte Jr. to hone in on Deathlok's armor and weaponry.

"There were style lines from the comics within the drawings that Phillip incorporated," Foley says. "But we needed to still keep him human and grounded. Deathlok is a cyborg, and our job was to figure out how to fit that into our world for *Agents of S.H.I.E.L.D.* because ours is more human and reality-based." Boutte Jr. explored several iterations of Deathlok's armor, incorporating elements from the comics into the chest piece, shoulder pads, and gauntlets.

"We worked really closely with Joe Quesada in developing Deathlok," Foley says. "After Joe approved the illustration, it went over to Film Illusions, where Russ Shinkle made it. He did a sculpt, and then created the armor based off that sculpt." Based out of Sun Valley, California, Film Illusions has been responsible for armor seen in *Thor*, *Fantastic Four*, and *G.I. Joe*.

The final costume combines the armor with interactive lighting, gauntlets, and the makeup that completes Deathlok's burned skin to menacing effect.

Deathlok, aka Michael Collins, as seen in the Marvel comics.

Designs for Deathlok's body armor (Phillip Boutte Jr.).

Artist Phillip Boutte Jr.'s designs for Deathlok combined comic-book imagery with new elements, like the Centipede device on his back.

Two variations of the metallic label on Deathlok's cybernetic leg showing his version and model number.

DEATHLOK

VEST OPTIONS

Phillip Boutte Jr. explored various configurations and patterns for Deathlok's body armor.

LORELEI: AN ALLURING SIREN

Also making her live-action debut is the Asgardian sorceress Lorelei. "If you look at her in the comics, her signature color is blue," Foley says. "So I wanted to stay true to that. Blue. And gold. Asgardians love their gold. Which is why we did the shoulder piece on her."

Foley and her team took inspiration from *Thor* and *Thor: The Dark World*. "It's important to stay true to what has already been established in the Marvel Cinematic Universe, because it's important to the fans, also," Foley says.

Phillip Boutte Jr. again was enlisted to explore possibilities for Lorelei's green/turquoise gown with golden accents. The final design's single shoulder accessory creates an alluring but slightly dangerous look.

Lorelei, Loki, and Thor as seen in the Marvel comics.

Joe Quesada's sketches for Lorelei's collar.

HOMELAND INTERVENTION ENFO
LOGISTICS DIVISION
♫ ACCESSING AUDIO FILES ♫
SYMPHONY
FOR THE SKY(E)
accessing audio....
Shuffle
Replay
BACK

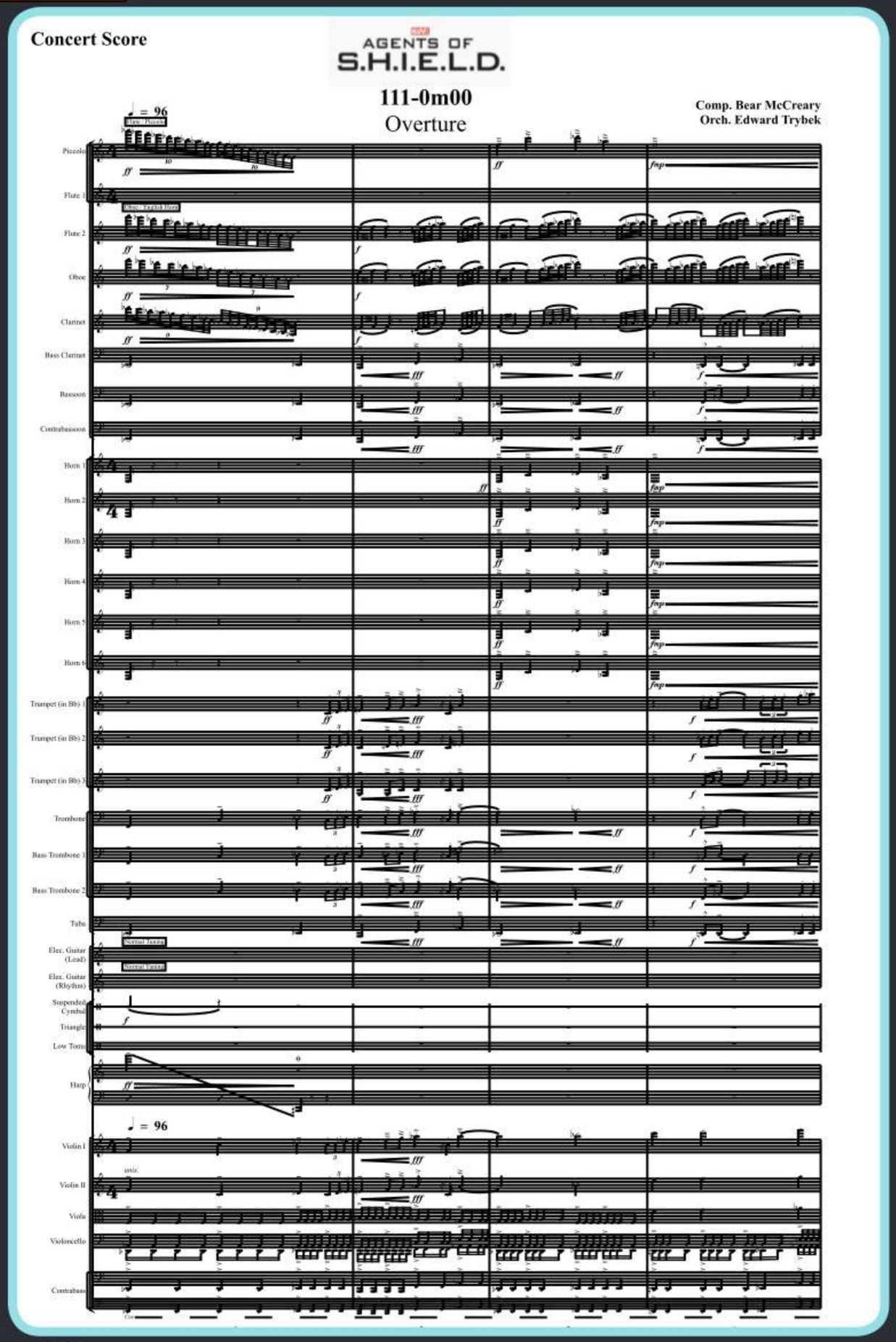
CHAPTER 05

VOLUME

FADER

BALANCE

EQUALIZER



The Marvel films have featured incredible and memorable scores composed by some of the most recognizable names in the business—Alan Silvestri, Brian Tyler, John Debney, Henry Jackman, and more. So when it came time to select a composer for *Marvel's Agents of S.H.I.E.L.D.*, Bear McCreary was at the top of everyone's list.

The highly prolific McCreary—known for his work on *Battlestar Galactica*, *The Walking Dead*, and *Terminator: The Sarah Connor Chronicles*—was a protégé of famed composer Elmer Bernstein. McCreary jumped at the opportunity, excited to work with Joss Whedon and his team.

"I grew up watching super-hero movies and super-hero TV shows," McCreary says. "And in many ways I feel like this kind of writing is in my DNA. So for me, it's very much like I'm a kid in a candy store." McCreary had between seven and 10 days to compose and record each episode's score. His strong working relationship with Executive Producers Jed Whedon and Maurissa Tancharoen allowed the process to run smoothly.

"Maurissa and Jed are very musically minded, and their vision is very clear," McCreary says. "So in a very short amount of time, when I sit down with them and talk about the shows, they're very articulate and they have incredible insight into the music. And sitting with them really tells me everything that I need to know about the drama that's going to unfold. Once that happens, I'm able to write very quickly. It makes it very easy and very fun to help tell the stories with music. And when we do have questions, they are very concise about giving feedback. But more importantly, they're very good at communicating up front and helping me understand the story that they're trying to tell and the narrative arcs that matter. And in that way, it creates an environment where I'm free to experiment and try different things out, and we're all working on the same page."

No greater challenge presented itself than the show's main "hero" theme—which McCreary not only wanted to stick in fans' heads, but also speak for the character at the show's core, Phil Coulson. On his blog, McCreary revealed that the first draft was a triumphant melody in F major, but Jed Whedon suggested that an F minor version he had composed for a poignant scene between Coulson and Mike Peterson was so effective that McCreary rewrote the theme in a minor chord.

McCreary developed running themes for Coulson, Skye, Ward, May, Fitz-Simmons—even Centipede. "The Centipede theme evolves as we learn more about the Clairvoyant," McCreary says. "And then later in the season, we start figuring out who the Clairvoyant is and that person takes over the theme. So in a way, the themes aren't just for specific characters. They actually help us follow the narrative thread as the themes are transposed from one person to another."

The themes for Skye and Mike

Peterson evolve in similar fashion. "Skye's theme has gone through a wonderful evolution, and it started off with these emotional scenes between her and Ward," McCreary says. "And it evolves as we learn more about her. And you know it played up into the sentimental and emotional qualities. And then as her character starts to undergo, shall we say, more stressful circumstances, it allowed me to take that theme that was sentimental and emotional before, and make it really bittersweet and tragic. And it also becomes heroic."

The music associated with Mike Peterson endures as much turmoil as the character on-screen. In the pilot alone, his theme—an optimistic and heroic melody to start—slowly becomes distorted and manipulated as the character loses his way. When Peterson reappears in "The Bridge," McCreary's music plays with the character's turn. "I did that purely as a misdirect," McCreary says. "His theme becomes so dark and distorted that it's so heavy when it becomes what we call the Deathlok theme. The Deathlok theme is nothing really more than a distorted, metallic, angsty version of the Mike theme from the pilot."

Close collaboration with the writers, a key to McCreary's process, also allowed him to plant seeds in the score that would pay off down the road. For example, a tender exchange between Coulson and Raina in "The Magical Place" includes a brief mention of Coulson's past love, a cellist from Portland. A subtle moment in the score introduces a cello theme later reprised in "The Only Light in the Darkness" as Audrey Nathan performs on stage. "I think these sort of musical seeds are the things that really help guide your experience as a fan the first time. But on the second time viewing the show, all of these things I think will be very obvious when you hear these things early in the season that pay off in a big way," McCreary says.

McCreary recorded each episode's score with a full orchestra, adding to the scope and the impact. "It's an incredible tool to have at your disposal as a composer," he says. "The orchestras that I've worked with on this show range between 55 to 95 players. For context, a typical television show that has an orchestra today is very fortunate to get 15 or 25 players, and a feature-film-sized orchestra is in the neighborhood of 85 to 90 players."

McCreary reflects on his experience with the show: "It doesn't feel like work. It's very easy for me just to get lost in it. I'll start working and before I know it, eighteen hours have passed and I didn't even notice because I'm having so much fun with these characters and so much fun in this world. It's really been an incredible experience."

Composer and Conductor Bear McCreary.

CONCLUSION

When the pilot for *Marvel's Agents of S.H.I.E.L.D.* premiered in September 2013, audiences were told they would see ordinary people face the extraordinary. They should have been warned to expect the unexpected. Twenty-two episodes later, the landscape of the show had completely changed.

Hundreds of cast and crew members came together as a team, rising to the challenge of bringing the Marvel Cinematic Universe to television.

The on-screen team at the heart of each episode bonded, as well—enduring hardships and overcoming adversity, only to be shattered by betrayal at the final turn and left picking up the pieces.

Now, all eyes turn to the future.

What lies ahead for Coulson and his team? The return of characters like Dr. Franklin Hall and Donnie Gill? A Coulson-like resurrection for S.H.I.E.L.D., bigger and better and stronger than ever?

One thing is certain: Expect the unexpected.

Executive Producer and Head of Marvel Television Jeph Loeb concludes: "It's been an extraordinary adventure for everyone at Marvel Television. This has been our first show, and we're looking forward to Season Two and to building out from here. The lessons that we've all learned, and the growth that we've all seen, and knowing the size and the scope of what we can handle you know…it's just onward from here. And as a wise man once said, 'Excelsior!'"

Executive Producers (Left to Right): Jeffrey Bell, Jed Whedon, Maurissa Tancharoen, Joss Whedon, and Jeph Loeb.

PHOTOGRAPHERS

BOB D'AMICO

JUSTIN LUBIN

KELSEY MCNEAL

RON TOM

RICHARD FOREMAN

CAROL KAELSON

DANNY FELD

MARK KOLPACK

MAURISSA TANCHAROEN

JUDITH STEPHENS

TROY BENJAMIN

ARTISTS

GEOFFREY MANDEL

ALLEN COULTER

JOHN VERTREES

PHILLIP BOUTTE, JR.

TED BAUMGART

ANDREA DIETRICH

JOE QUESADA

COMIC ARTISTS

JACK KIRBY

JIM STERANKO

LEINIL FRANCIS YU

LUKE ROSS

OLIVIER COIPEL

PATCH ZIRCHER

STUART IMMONEN

MARK BRIGHT

JOE JUSKO

BILL SIENKIEWICZ

JOE BENNETT

WALTER SIMONSON

CARLO PAGULAYAN

FRANK ROBBINS

AL MILGROM

JOHN BUSCEMA

BUTCH GUICE

Send Attach Address Encrypt

INTEROFFICE MEMO – CONFIDENTIAL, DO NOT PRINT OR DISTRIBUTE

To: ALL LEVEL 7 AGENTS

Cc: DIR. FURY, NICHOLAS J.

Subject: RE: MAOS - SEASON TWO

April 14, 2014

To Our Outstanding Cast and Crew –

On behalf of all the Executive Producers, we just wanted to thank you from the bottom of our hearts for all of your hard work and dedication throughout the first season. We are so proud of the work that everyone has done over the course of these two years, and hope that each and every one of you feel the same.

We're so excited for what lies ahead in Season Two and wanted to share some of those exciting opportunities with you. We're overwhelmed that next season we get to introduce [REDACTED], [REDACTED] and bring back [REDACTED]. We know that it's going to be heartbreaking, but I'm sure you'll be equally saddened when we have to say goodbye to [REDACTED]. And we're sure fans will go totally bonkers when they see [REDACTED].

We're definitely looking forward to it, but more so looking forward to seeing you all at the start of production in July!

Best, Jed and Maurissa